



210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
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tmi@tminc.com

PAID T.R.A.	
Chk #	30569
Amount	25.00
Rcvd By	JR
Date	8-7-01

August 6, 2001
Overnight Delivery
REGULATORY AUTH.

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OFFICE OF THE
EXECUTIVE SECRETARY

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37219-0412

128730 01-0069

RE: Local Telecommunications Resale Application on behalf of Ciera Network Systems, Inc.

01-00693

Dear Mr. Waddell:

Enclosed for filing are the original and ten (10) copies of the above-referenced application of Ciera Network Systems, Inc. for Authority to Resell Local Telecommunications Service in Tennessee. The Company has already filed for long distance authority on March 30, 2001.

Also enclosed is our check in the amount of \$25.00 for the application filing fee.

Please acknowledge receipt of this filing by returning, date-stamped, the extra copy of this cover letter in the self-addressed stamped envelope enclosed for this purpose.

Any questions you may have regarding this filing should be directed to myself at (407) 740-3001. Thank you for your assistance.

Sincerely,

Thomas M. Forte
Consultant to Ciera Network Systems, Inc.

Enclosure

cc: Robert Livingston - Ciera
file: Ciera - TN Local
tms: TN10100

RECEIVED

AUG 07 2001

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the matter of the Application of)
Ciera Network Systems, Inc.)
for Authority to Provide Facilities-based)
Competitive Local Telecommunications)
Service within the State of Tennessee)

**APPLICATION FOR AUTHORITY TO PROVIDE
FACILITIES BASED LOCAL TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Ciera Network Systems, Inc. ("Ciera") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to Ciera authority to provide facilities-based local and long distance telecommunications services, including exchange access telecommunications services, within the State of Tennessee. Ciera has previously filed for long distance authority in Tennessee on March 30, 2001. Ciera is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of facilities based competing local and long distance telecommunications services. In support of its Application, Ciera submits the following:

1. The full name and address of the Applicant is:

Ciera Network Systems, Inc.
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212
Phone: 281-529-4600
Fax: 281-529-4694
Toll Free: 888-467-1844
Website: www.cccglobalcom.com

Questions regarding this application should be directed to:

Thomas M. Forte, Consultant
Technologies Management, Inc.
210 Park Avenue North
Winter Park, FL 32789
Telephone: (407) 740-8575
Facsimile: (407) 740-0613
E-mail: tforte@tminc.com

Contact name and address at the Company is:

Robert W. Livingston
CEO / Secretary
Ciera Network Systems, Inc.
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212
Phone: ~~713-914-3850~~
Fax: 713-914-3870
Toll Free: 888-467-1844
E-mail: boblivingston@cccglobalcom.com

2. Names and addresses of all officers in Tennessee.

The names and addresses of the Applicant's principal corporate officers and other senior managers responsible for Tennessee operations are listed in Attachment A of this application. At least initially, none of Ciera's corporate officers will be located in Tennessee.

3. Corporate Information.

Ciera was incorporated on December 28, 1998, under the laws of the State of Texas. A copy of Ciera's Articles of Incorporation is provided in Attachment B, and a copy of Ciera's Authority to transact business in the State of Tennessee is provided in Attachment C.

4. Repair and Maintenance Information.

Ciera understands the importance of effective customer service for local service consumers. Ciera has made arrangements for its customers to call the company at its toll-free customer service number of (888) 467-1844. In addition, customers may contact the company in writing at the headquarters address. The toll-free number will be printed on the customers' monthly billing statements. The correct toll-free number will be printed on the customers' monthly billing statements. In addition, customers may contact the company in writing.

5. Status of Ciera in other states.

See Attachment D.

6. Financial, Managerial and Technical Qualifications.

Ciera possesses the managerial, technical and financial ability to provide local and long distance telecommunications service in the State of Tennessee as demonstrated below.

6.A. Financial Qualifications

In support of its financial qualifications, Ciera highlights the following information:

Ciera Network Systems, Inc. is a wholly-owned subsidiary of CCC GlobalCom Corp. The parent company is financially committed to the successful launching of Ciera as a local exchange provider. Ciera has sufficient financial capability to provide the requested telecommunication services in Tennessee, the financial capability to maintain these services, and the financial capability to meet its lease and ownership obligations. Attached are the following financial documents to support Ciera's financial capability:

1. Balance Sheet as of May 2001
2. Profit and Loss Statement - 1/1/01 thru 5/1/01

Ciera has incurred normal start-up costs of entering the local exchange and long distance telecommunications market. As with most ventures, Ciera expects profitability to be achieved within three years on entering a new market. Ciera has the financial strength of its parent company to absorb start-up losses.

6.A. Financial Qualifications, (Cont'd.)

Provide the cost of the proposed network, switches, or unbundled network elements

Ciera will be utilizing the UNE-P option available through MCI, Qwest and Global Crossings. As such, Ciera will have no investment in network switches or UNEs.

Provide details of the funding for the proposed network, equipment purchases, or payment for UNEs such as, a) internally generated funds (cash, marketable securities); (b) letters of credit; (c) loan commitments; (d) vendor credit; and (e) provide a three (3) year capital budget outlining the specific equipment to be deployed, where it will be deployed, and its cost. This should cover Tennessee operations, as well as the parent company (or whoever is responsible for financing the Tennessee operation)l Also provide the sources of capital.

No additional funding is required for UNE-P services.

Indicate whether financial statements reflect any amounts related to reciprocal compensation for terminating ISP traffic and quantify these amounts, if any.

Not applicable.

Summary

As noted in the analysis documented above, the Company has prepared adequately for its venture into the local exchange services and long distance market. The Company has sufficient financial capability to provide the requested telecommunication services, meet all lease and maintain a large Customer base.

6.B. Managerial Qualifications

As shown in Attachment F to this Application, Ciera has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. Ciera's key executives have extensive backgrounds in the telecommunications industry and possess the managerial qualifications required to provide local and long distance service.

6.C. Technical Qualifications

Ciera's services will satisfy the minimum standards established by the TRA. The Company will file and maintain tariffs in the manner and form required of competitive local exchange and long distance telecommunications companies with which Ciera seeks to compete. Ciera will meet the minimum basic standards, including quality of service and billing standards required of all LECs regulated by the TRA. Ciera will comply with TRA rules, including Chapter 1220-4-8.

Location and deployment of Network

Existing BellSouth and Sprint-United networks.

Name of Engineers or Engineering Firm overseeing technical aspects of Network.

Sam Jarrett, EVP - Operations may be reached at 713-914-3850.

Will Tennessee Customers be required to purchase CPE which cannot be used with ILEC systems should the customer decide to go back to the ILEC?

No

List type of Facilities to be built in Tennessee.

None.

7. Proposed Service Area.

The applicant proposes to offer its services throughout the State of Tennessee in areas currently served by BellSouth and Sprint-United which are designated open to competition. Marketing efforts will be concentrated on major metropolitan areas.

8. Types of Local Exchange Service to be provided.

Ciera expects to offer a broad variety of facilities based local exchange services, primarily to business customers in Tennessee. Ciera's initial line of local services will be comparable to that currently offered by the incumbent LECs. Initially, Ciera plans to offer basic access line service, PBX and DID Services, Optional Calling Features, Directory Assistance, Directory Services, and Operator Services, as well as all services required under Chapter 1220-4-8-.04 (3)(b) and (c).

9. Y2K Procedures

Ciera's Y2K procedures to ensure compliance are provided as Attachment K.

10. Wireline Activity Report.

Ciera will provide a wireline report to the TRA when available.

11. Customer Deposits

Ciera will require deposits under the conditions listed in the local tariff. A bond has not been posted, however, Ciera will do so, if required by the TRA.

12. Statement of Compliance.

Ciera agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the Tennessee Regulatory Authority.

Respectfully submitted this ____ day of _____, 2001.

Respectfully submitted,

By:

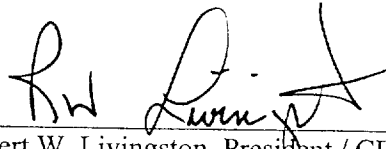
A handwritten signature in black ink, appearing to read 'RW Livingston', is written over a horizontal line.

Robert W. Livingston, CEO/ Secretary
Ciera Network Systems, Inc.
Ciera Network Systems, Inc.
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212
Phone: 281-529-4600
Fax: 281-529-4694
Toll Free: 888-467-1844

VERIFICATION

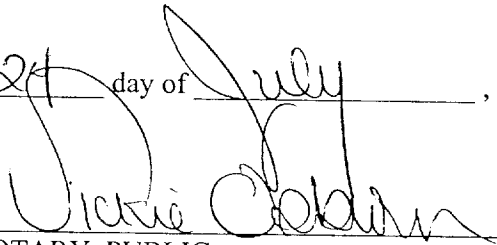
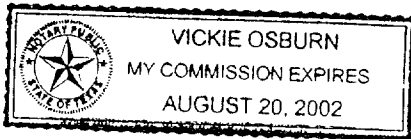
STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Robert W. Livingston, being first duly sworn, deposes and says: That he is the CEO and Secretary for Ciera Network Systems, Inc., the applicant in the above proceeding, that he has read the foregoing application, and knows the contents thereof; and that he is authorized by Ciera Network Systems, Inc. to verify that the contents of the applications are true.



Robert W. Livingston, President / CEO
Ciera Network Systems, Inc.

SUBSCRIBED AND SWORN to before me this 24 day of July, 2001.


NOTARY PUBLIC

My Commission Expires Aug 20, 2002

Table of Attachments

Attachment A	Names and Addresses of Officers and Directors
Attachment B	Articles of Incorporation
Attachment C	Certificate of Authority to Transact Business in the State of Tennessee
Attachment D	Status of Company in Other States
Attachment E	Financial Statements
Attachment F	Biographies of Senior Executive Team
Attachment G	Small and Minority Owned Telecommunications Business Participation Plan
Attachment H	Dialing Parity Plan
Attachment I	Pre-Filed Testimony
Attachment J	Proposed Local Tariff
Attachment K	Y2K Procedures

Ciera Network Systems, Inc.

Attachment A

Names and Addresses of
Officers and Directors

Ciera Network Systems, Inc.

Officers and Directors

The following individuals are officers and directors of Ciera Network Systems, Inc. and can be reached at the company's corporate headquarters at 1250 Wood Branch Park Drive, 6th Floor, Houston, Texas 77079-1212:

Officers:

Robert W. Livingston
James H. Jarrett

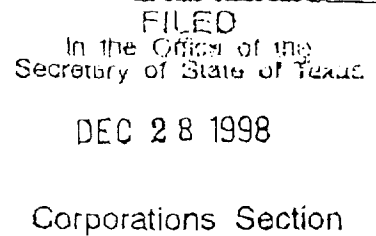
Chief Executive Officer / Secretary
President

Ciera Network Systems, Inc.

Attachment B

Articles of Incorporation

ARTICLES OF INCORPORATION
OF
CIERA NETWORK SYSTEMS, INC.



ARTICLE I.

NAME

The name of the Corporation is Ciera Network Systems, Inc.

ARTICLE II.

DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE III.

PURPOSE

The purpose for which the Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act (the "TBCA").

ARTICLE IV.

CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 150,000,000 which shall be divided into (a) 100,000,000 shares of common stock having a par value of \$.0001 per share ("Common Stock") and (b) 50,000,000 shares of preferred stock having a par value of \$.01 per share ("Preferred Stock").

A description of the different classes of stock of the Corporation and a statement of the designations, preferences, limitations and relative rights, including voting rights of the various classes of stock are as follows:

1. Preferred Stock. The shares of Preferred Stock may be divided into and issued in series. The board of directors shall have the authority to establish series of unissued shares of Preferred Stock by fixing and determining the relative rights and preferences of the shares of any series so established, and to increase or decrease the number of shares within each such series; provided, however, that the board of directors may not decrease the number of shares within a series of Preferred Stock to less than the number of shares within such series that are then issued. The Preferred Stock of each such series shall have such designations, preferences, limitations, or relative rights, including voting rights, as shall be set forth in the resolution or resolutions establishing such

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series adopted by the board of directors, including, but without limiting the generality of the foregoing, the following:

(a) The distinctive designation of, and the number of shares of Preferred Stock that shall constitute, such series, which number (except where otherwise provided by the board of directors in the resolution establishing such series) may be increased or decreased (but not below the number of shares of such series then outstanding) from time to time by like action of the board of directors;

(b) The rights in respect of dividends, if any, of such series of Preferred Stock, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes or any other series of the same or other class or classes of capital stock of the Corporation and whether such dividends shall be cumulative or noncumulative;

(c) The right, if any, of the holders of such series of Preferred Stock to convert the same into, or exchange the same for, shares of any other class or classes or of any other series of the same or any other class or classes of capital stock, obligations, indebtedness, rights to purchase securities or other securities of the Corporation or other entities, domestic or foreign, or for other property or for any combination of the foregoing, and the terms and conditions of such conversion or exchange;

(d) Whether or not shares of such series of Preferred Stock shall be subject to redemption, and the redemption price or prices and the time or times at which, and the terms and conditions on which, shares of such series of Preferred Stock may be redeemed;

(e) The rights, if any, of the holders of such series of Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation or in the event of any merger or consolidation of or sale of assets by the Corporation;

(f) The terms of any sinking fund or redemption or repurchase or purchase account, if any, to be provided for shares of such series of Preferred Stock;

(g) The voting powers, if any, of the holders of any series of Preferred Stock generally or with respect to any particular matter, which may be less than, equal to or greater than one vote per share, and which may, without limiting the generality of the foregoing, include the right, voting as a series of Preferred Stock as a class, to elect one or more directors of the Corporation generally or under such specific circumstances and on such conditions, as shall be provided in the resolution or resolutions of the board of directors adopted pursuant hereto, including, without limitation, in the event there shall have been a default in the payment of dividends on or redemption of any one or more series of Preferred Stock; and

(h) Such other powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, as the board of directors shall determine.

2. Common Stock.

(a) Subject to the prior and superior rights of the Preferred Stock, and on the conditions set forth in Section 1 of this Article or in any resolution of the board of directors providing for the issuance of any series of Preferred Stock, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the board of directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefor.

(b) Each holder of Common Stock shall be entitled to one vote for each share held.

3. Cumulative Voting Denied. Shares of the voting stock of the Corporation shall not be voted cumulatively.

4. Preemptive Rights. Except as may be established by the board of directors with respect to any series of Preferred Stock, shares of stock of the Corporation do not carry preemptive rights.

5. Stock Certificates. There shall be set forth on the face or back of each certificate for shares of stock of the Corporation a statement that each of the following is set forth in the articles of incorporation of the Corporation on file in the Office of the Secretary of State of the State of Texas, and that the Corporation will furnish a copy of each such statement to the record holder of the certificate without charge on written request to the Corporation at its principal place of business or registered office: (i) a statement of the designations, preferences, and relative rights, including voting rights, of each class or series of the Corporation's capital stock to the extent that they have been fixed and determined; (ii) a statement of the authority of the board of directors to fix and determine the designations, preferences, limitations, and relative rights, including voting rights, of any series; and (iii) a statement of the extent to which the Corporation has by its articles of incorporation limited or denied the preemptive right of shareholders to acquire unissued or treasury shares of the Corporation.

ARTICLE V.

INITIAL CONSIDERATION FOR ISSUANCE OF SHARES

The Corporation will not commence business until it has received for the issuance of its shares consideration of a value of at least One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation 11200 Westheimer, Suite 900, Houston, Texas 77042. The name of the initial registered agent of the Corporation at such address is Robert W. Livingston.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

1. The number of directors shall from time to time be fixed by the Bylaws of the Corporation. The number of directors constituting the initial board of directors is two (2). Directors need not be residents of the State of Texas or shareholders of the Corporation. The name and address of the persons elected to serve as directors until the first annual meeting of the shareholders, or until their successors shall have been duly elected, unless any or all shall sooner die, resign or be removed, in accordance with the Bylaws of the Corporation, are as follows:

<u>Name</u>	<u>Address</u>
Robert W. Livingston	3930 Bolivia, Pasadena, Texas 77504
James H. Jarrett, Jr.	320 Kelly Drive, Victoria, Texas 77904

2. No director of the Corporation shall be removed from his office as a director by vote or other action of the shareholders or otherwise except for cause.

ARTICLE VIII.

LIMITATION OF DIRECTOR LIABILITY

To the greatest extent permitted by applicable law in effect from time to time, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director except for liability for: (i) a breach of a director's duty or loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (iv) an act or omission for which the liability of a director is expressly provided for by statute; or (v) an act related to an unlawful stock repurchase or unlawful payment of a dividend.

ARTICLE IX.

INDEMNIFICATION

1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that would lead to such action, suit or proceeding (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee

benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the TBCA, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all judgments, fines, penalties (including excise tax and similar taxes), settlements, and reasonable expenses actually incurred by such indemnitee in connection therewith. The right to indemnification conferred in this Article shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the TBCA requires, an advancement of expenses incurred by an indemnitee shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by that such indemnitee is not entitled to be indemnified for such expenses under this Article or otherwise.

2. Insurance. The Corporation may purchase and maintain insurance, at its expense, on behalf of any indemnitee against any liability asserted against him and incurred by him in such a capacity or arising out of his status as a representative of the Corporation, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the TBCA.

3. Indemnity of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article or as otherwise permitted under the TBCA with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE X.

CALL OF SPECIAL MEETINGS OF THE SHAREHOLDERS

Special meetings of the Corporation's shareholders may be called (i) by the president, the board of directors, or such other person or persons as may be authorized in the Bylaws or (ii) by the holders of at least fifty percent (50%) of all the shares entitled to vote at the proposed special meeting.

ARTICLE XI.

AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Texas, the board of directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the TBCA, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all judgments, fines, penalties (including excise tax and similar taxes), settlements, and reasonable expenses actually incurred by such indemnitee in connection therewith. The right to indemnification conferred in this Article shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the TBCA requires, an advancement of expenses incurred by an indemnitee shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by that such indemnitee is not entitled to be indemnified for such expenses under this Article or otherwise.

2. Insurance. The Corporation may purchase and maintain insurance, at its expense, on behalf of any indemnitee against any liability asserted against him and incurred by him in such a capacity or arising out of his status as a representative of the Corporation, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the TBCA.

3. Indemnity of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article or as otherwise permitted under the TBCA with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE X.

CALL OF SPECIAL MEETINGS OF THE SHAREHOLDERS

Special meetings of the Corporation's shareholders may be called (i) by the president, the board of directors, or such other person or persons as may be authorized in the Bylaws or (ii) by the holders of at least fifty percent (50%) of all the shares entitled to vote at the proposed special meeting.

ARTICLE XI.

AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Texas, the board of directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

ARTICLE XII.

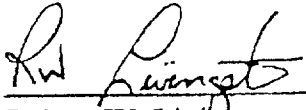
INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Robert W. Livingston
11200 Westheimer, Suite 900
Houston, Texas 77042

The undersigned, being the incorporator designated herein, executes these Articles of Incorporation and certifies to the truth of the facts stated therein this 22nd day of December, 1998.

INCORPORATOR:


Robert W. Livingston

2001/12/22 17:29:29

Ciera Network Systems, Inc.

Attachment C

Certificate of Authority to Transact Business in the State of Tennessee

Secretary of State**Corporations Section****James K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0306**

DATE: 07/10/00

REQUEST NUMBER: 3947-0036

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 07/10/00 0836

EFFECTIVE DATE/TIME: 07/10/00 0836

CONTROL NUMBER: 0392243

TO:
CIERA NETWORK SYSTEMS, INC.
2630 FOUNTAINVIEW
#300
HOUSTON, TX 77057

RE:
CIERA NETWORK SYSTEMS, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 07/10/00

FROM:
CIERA NETWORK SYSTEMS, INC.
2630 FOUNTAINVIEW
SUITE 300
HOUSTON, TX 77057-0000

FEES
RECEIVED: \$600.00 \$0.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 0000270821
ACCOUNT NUMBER: 00343723



RILEY C. DARNELL
SECRETARY OF STATE

Ciera Network Systems, Inc.

Attachment D

Status of Ciera in other States

Ciera is certificated to provide long distances services in AR, CA, DE, FL, GA, ID, IL, IN, KS, KY, MA, ME, MI, MN, MO, ND, NH, NJ, NM, NV, NY, OR, SC, TX, WI and WY. In addition, Ciera has local applications pending in AZ, CO, GA, MA, MD, NC, OH and PA. The Company is in the process of filing applications in 11 additional states.

Ciera Network Systems, Inc.

Attachment E

Financial Statements

CCC GlobalCom Corp.- CLEC Division

2630 Fountainview, Suite 300
Houston, Texas 77057

Balance Sheet

May 2001

6/7/01

10:46:03 AM

ASSETS

Current Assets

Cash		
BankOne - 157-183-1203	15,914.79	
Community Bank (80-1872-5)	138,073.25	
Fidelity 5911-290-17	2,475.07	
Southwest ATG - Lock Box	42,871.78	
Petty Cash	1,000.00	
CD - SWBT Texas	17,000.00	
Surety Bonds	112.60	
Total Cash		215,547.39
Accounts Receivable		
Accts Rec - Trade - Omnibill	149,839.15	
Allow Doubtful Accounts	(58,882.38)	
Accts Rec - Trade - AllBill	21,733.02	
Accounts Receivable - CCC	204.87	
Accts Rec - Costguard	3,239,321.09	
Employee Payroll Advance	878.13	
Accts Rec - EqualNet Credit Card	50.00	
Employee Advances	3,941.38	
	0.00	
CCC - Transfer Account	(1,575,009.31)	
Total Accounts Receivable		1,781,177.04
Inventory		375.00
Prepaid Expenses		
Prepaid COS	157,790.53	
Deposits Paid	80,964.73	
Prepaid Expenses	8,000.00	
Total Prepaid Expenses		246,755.26
Total Current Assets		2,243,860.69
Plant, Property & Equipment		
Furniture & Fixtures	275,727.79	
Switch Equipment	1,000,541.25	
Office Equipment	5,684.18	
Computer Equipment	1,417,221.97	
Paging Equipment - Leased	6,037.70	
Leasehold Improvements	9,608.27	
Accumulated Depreciation	(118,150.34)	
Total Plant, Property & Equipment		2,596,680.82
Amortization of Goodwill		(226,532.22)
Goodwill		3,823,598.38
Investment - Ciera Bus Center		4,390.61
Total ASSETS		8,441,898.28

LIABILITIES

Current Liabilities		
Deferred Income - Allbill	51,922.12	
Deferred Income - Omnibill	28,390.07	
Customer Deposits	840.00	
Accrued Payroll	51,000.00	
Total Current Liabilities		131,952.19
Accounts Payable - Trade		
Accounts Payable - Trade	105,675.75	
Accounts Payable - Accrued	244,858.77	
Total Accounts Payable - Trade		350,534.52
Payroll Taxes Payable		

CCC GlobalCom Corp.- CLEC Division

Balance Sheet

May 2001

8/7/01

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FICA Payable	0.00	
State Unemployment Tax Payable	0.00	
Total Payroll Taxes Payable		0.00
Communications Taxes Payable		
Federal Communications Taxes		
Federal Excise Tax Payable	1,117.47	
USF - Local Business	539.87	
USF Local Residence	55.33	
USF-School/Library/Health	125.79	
USF- Hlg Cost/Low Income	113.72	
Municipal Fees-PRW Omnibill	34.49	
Municipal Fees-PRW Allbill	18,037.50	
Total Federal Communications Taxes		20,021.17
Florida Communication Taxes		
Florida - Sales Tax (99)	(6.20)	
Florida - GRS (09)	0.25	
Florida/SI Augmentline (01)	(2.18)	
Florida-Utility User (01)	8.28	
Total Florida Communication Taxes		(0.85)
Texas Communications Taxes		
Texas- State Sales Tax (99)	2,816.33	
Texas - 911 (03)	1,840.32	
Texas - PUC Fee (04)	704.88	
Texas - Excise (50)	4,932.89	
Texas - Special (51)	111.12	
Texas - Surcharge (52)	(57.88)	
Texas - City District Tax (10)	27.27	
Texas- County Sales Tax (099)	29.84	
Sales Tax Pay-Texas Cities	(91.08)	
Texas -County District (010)	1,287.43	
Texas - County Surcharge (062)	0.09	
Allbill Tax Payable	72,358.07	
Total Texas Communications Taxes		83,669.28
Communications Tax Payable		(405.91)
CostGuard USF		38,333.31
Arizona Communication Taxes		
Arizona - State Sales Tax (99)	0.00	
Arizona-Surcharge (52)	0.00	
Total Arizona Communication Taxes		0.00
Illinois PUC		
Illinois - Utility Users (001)	0.00	
Total Illinois PUC		0.00
Illinois Gross Receipts Tax		0.00
Kansas County Sales Tax		0.00
Missouri Communication Taxes		
Missouri State Sales Tax (099)	399.82	
Missouri City Sales Tax (099)	1,400.84	
Total Missouri Communication Taxes		1,800.66
Total Communications Taxes Payable		141,717.68
Intercompany Payable		1,444,702.73
Long-Term Liabilities		
Note Payable - L. Lee	8,025.00	
Note Payable - RFC Capital	8,813,444.91	
Total Long-Term Liabilities		8,821,469.91
Total LIABILITIES		10,690,176.01
STOCKHOLDERS EQUITY		
Stockholders Equity		736.51
Common Stock		1,191,513.49
Additional Paid In Capital		

CCC GlobalCom Corp.- CLEC Division

Balance Sheet

May 2001

6/7/01

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Retained Earnings	(2,003,009.24)
Current Year Earnings	(1,437,417.49)
Total STOCKHOLDERS EQUITY	<u>(2,248,176.73)</u>
Total Liability & Equity	<u>8,441,998.28</u>

CCC GlobalCom Corp.- GLEC Division

2630 Fountainview, Suite 300
Houston, Texas 77057

Profit & Loss Statement

1/1/01 through 6/1/01

Revenue

Wholesale (Reseller & Agent)		
Cellular Service - Postpaid		
Cellular Service - Prepaid		
Total Wholesale (Reseller & Agent)		0.00
Retail		
Omnibill Revenue	34,113.85	
Allbill Prepaid Revenue	284,137.84	
CostGuard Direct Bill Revenue	515,075.14	
CostGuard Loc Revenue	346,008.58	
Debit Card Revenue	13,228.03	
Long Distance Service		
Interstate Outbound Switched	3,973.68	
Intrastate Outbound Switched	14,269.63	
International Outbound Switch	1,849.05	
Interstate Inbound Switched	554.02	
Intrastate Inbound Switched	2,114.88	
Inbound - International	0.49	
Calling Card	1,298.80	
Directory Assistance	1,552.85	
Accounting Code Fees	17.20	
Monthly Service Fees-1+	1,068.75	
Monthly Service Fees - 800	175.86	
Total Long Distance Service	26,878.01	
Internet Service		
Internet Service - ICSI	563.25	
Total Internet Service	563.25	
Personal Assistant		68.84
Local Service		
SWBT-TX- MRC - Business	166,373.38	
SWBT-TX- Install Fees - Bus	4,119.57	
SWBT- TX - User Fees - Bus	267.19	
Operator Services Income	1,554.21	
SWBT - TX - MRC - Residential	12,471.49	
SWBT - TX - Install Fees - Res	84.57	
Total Local Service	184,870.41	
Paging Service		
Air Time	252.50	
Total Paging Service	252.50	
PICC Fees	607.24	
Late Fees	2,328.35	
Speedpay Fee	5.00	
Discounts		
Discounts - Shareholders	(189.58)	
Discounts - Bundle	(28,398.86)	
Discount Free Mins/Air Value	(334.69)	
Total Discounts	(28,923.03)	
Refund to Customer-Over Payment	0.00	
Total Retail	1,379,208.12	
Total Revenue		1,379,208.12

Cost of Goods Sold

Wholesale		
Internet Service		
ICSI	(17.62)	
Dialup USA	600.00	
Total Internet Service	582.38	

CCC GlobalCom Corp.- CLEC Division

Profit & Loss Statement

1/1/01 through 8/1/01

Local Telephone Service		
Do not use this account	329.45	
Total Local Telephone Service		<u>329.45</u>
Bell South		
Pacific Bell		
Cellular Service		
Paging Service		
Paging Equipment	12.21	
Total Wholesale		<u>824.04</u>
Retail		
Long Distance Service		
Outbound Interstate Switched	2,183.83	
Outbound Interstate Dedicated	3,188.12	
Outbound Intrastate Switched	7,785.35	
Outbound Intrastate Dedicated	5,488.78	
Outbound Int'l Switched	866.26	
Outbound Int'l Dedicated	14,484.43	
Inbound Interstate Switched	242.38	
Inbound Interstate Dedicated	386.88	
Inbound Intrastate Switched	1,790.83	
Inbound Intrastate Dedicated	4,361.85	
Inbound Int'l Switched	0.67	
Dedicated Facilities	18.89	
Calling Card	688.21	
Directory Assistance	201.73	
Total Long Distance Service		<u>41,655.86</u>
MCI LEC Usage Surcharge		<u>228.12</u>
MCI Worldcom Charges		18,518.73
MCI Interexchange Circuit Chgs		817.40
MCI Local Access Circuit Chrgs		1,116.77
Alliance - AT&T LD		100,000.00
Global Crossing		218,203.47
Qwest		48,000.00
Internet Service		
ICSI	817.37	
Internet DialUp	800.00	
Total Internet Service		<u>1,617.37</u>
Local Telephone Service		
SWB Local Service	50,527.33	
Total Local Telephone Service		<u>50,527.33</u>
Southwestern Bell-Texas		
Monthly Recurring Fees	283,854.80	
Conversion Fees	22,130.87	
Order Processing Fees	591.38	
IntraLATA LD charges	10,328.68	
Usage Fees	3,245.48	
Bill Plus Fees	494.00	
Call Branding Fees	478.83	
Premise Service Work	607.00	
Restoral Fees	7,435.00	
Do not use this account	10.38	
Pay Phone Compensation	640.46	
Total Southwestern Bell-Texas		<u>329,814.84</u>
Intrastate resold usage		<u>167.12</u>
Disconnect Reports		393.10
Liquidated Damages - SWBT-TX		(691.48)
SWB-UNI-MRC		200.38
SWB-UNI-Conversion		12.27
SWB DialUp Dallas Switch		2,831.82
AT&T Hou DS-3		<u>3,487.14</u>

CCC GlobalCom Corp.- GLEC DIVISION

Profit & Loss Statement

1/1/01 through 5/1/01

AT&T Dal Circuits	30,883.27	
AT&T Hou Circuits	9,131.18	
Level (3) Hou-Dal DS-3	6,096.38	
SMS/600	6,000.00	
Intermediate Circuits	2,323.54	
SWB - Circuits	47,841.88	
Pacific Bell		
GTE/Verizon Local Service	177.48	
Paging Service		
Teletouch	146.41	
Total Paging Service	146.41	
Debit Cards	3,279.79	
PIC Fees	12.00	
PICC Fees	50.24	
Total Retail	920,613.17	
Total Cost of Goods Sold		921,637.21
Gross Profit		457,870.91
Overhead Expenses:		
Payroll Expenses:		
Salaries - Management	71,307.69	
Operations	9,000.00	
Salaries - Customer Service	66,654.76	
Credit & Collections	20,755.68	
Provisioning	53,340.51	
Finance & Accounting	43,287.07	
Administration & Regulatory	24,170.71	
Information Services	14,246.24	
Marketing	11,089.73	
Salaries - Sales	81,749.21	
Application Development	8,923.08	
Billing	8,552.28	
Sales Commissions	3,556.50	
Accrued Payroll	61,000.00	
Total Payroll Expenses:	467,643.44	
Fringe Benefit Cost		
Health Insurance-Cost of Prem	67,452.17	
Health Ins - Employee Portion	(24,764.86)	
Life Insurance- Non Mgmt	912.60	
FICA - Employer portion	25,298.88	
Medicare - Employer portion	5,918.59	
FUTA - Employer portion	4,126.57	
Texas SUI - Employer portion	2,082.20	
VA SUI - Employer Portion	99.38	
TX Smart Job	97.83	
Workers Compensation Insurance	1,673.02	
Life Insurance - Key Man	1,190.00	
Sales Production Incentive	86.26	
Total Fringe Benefit Cost	84,080.32	
Other Expenses:		
Advertising	4,583.38	
Bank Fees	1,163.17	
Beepers / Pagers	56.02	
Circuit Installation Charge	1,294.54	
Billing Costs	48,164.74	
Collection Expense	3,258.28	
Copier Lease	2,110.54	
Commissions - Agent / Reseller	18,051.21	
Computer Software Supplies	10,192.54	

CCC GlobalCom Corp.- CLEC Division

Profit & Loss Statement

1/1/01 through 5/1/01

Consulting	30,000.00	
Credit Card / ACH Fees	8,118.99	
Credit Reports	2,282.74	
Delivery - Overnight	2,201.45	
Dues & Subscriptions	190.00	
Entertainment	604.85	
Equipment Repair	92.01	
Equipment Rental	3,441.33	
Finance Charge	5.31	
Franchise Tax	406.00	
Internet access	5,193.23	
Legal Fees	8,965.44	
Insurance - General Liability	1,393.04	
Insurance Casualty & Theft	1,042.08	
License & Application Fees	10,028.50	
Late Fees	14,677.32	
Maintenance & Repairs	2,194.66	
Misc State Reporting Fees	300.00	
Office Supplies	11,712.23	
Outside Services	8,556.34	
Registered Agent Services	398.00	
Penalties	1,071.08	
Postage	5,368.20	
Printing	1,734.77	
Professional Fees	21,505.74	
Property Taxes	5,653.77	
Registration - Foreign Corp	14,319.00	
Rent - Office	56,626.07	
Rent-Storage	137.25	
Securities Registration & Fees	1.00	
State Certification Fees	17,639.32	
Telemarketing	20,273.73	
Telephone - Cellular	710.59	
Telephone - Local	14,148.81	
Telephone - Long Distance	18,786.51	
Temporary Employees	6,995.30	
Travel	3,977.99	
Travel - Living Expense - Exec	9,676.83	
Total Other Expenses:	404,919.99	
Bad Debt Expense		
Bad Debt Accrual	21,078.88	
Total Bad Debt Expense	21,078.88	
Total Overhead Expenses:	977,720.43	
Operating Profit	(520,049.52)	
Other Income		
Interest Earned - Checking	348.40	
Interest Earned - CD's	249.42	
Other Income	5,444.05	
Speedpay Income	22.00	
Total Other Income	6,083.87	
Other Expenses		
Depreciation Expense	59,097.08	
Amortization	145,008.88	
Interest Expense	44,485.27	
Total Other Expenses	248,589.21	
Net Profit / (Loss)	(762,574.86)	

Ciera Network Systems, Inc.

Attachment F

Biographies of Senior Executive Team

Ciera Network Systems, Inc.
Management Profiles

Robert (Bob) Livingston

CEO

Secretary

Bob Livingston has over 21 years of experience in the telecommunications industry. He formed Ciera Network Systems, Inc. in March 1999 to offer CLEC services to small business and residential customers throughout the entire United States. Mr. Livingston was the Chairman of the Board of Directors and Chief Executive Officer. Ciera merged with CCC GlobalCom Corporation in June 2000.

Before forming Ciera, he was employed by Wireless Communications Technology, Inc., a cellular telephone operator in Africa, since September 1997. He served as WCTI's Executive Vice President, Chief Operating Officer, and Secretary/Treasurer. Other positions Bob held while at WCTI included Senior Vice-President, Chief Financial Officer and Treasurer.

Prior to joining WCTI, Bob was Vice President of Card Services for GST Telecommunications, a publicly traded CLEC providing a broad range of integrated telecommunications services. At GST from 1996 to 1997, Bob was responsible for all sales, operations and administrative activities relating to calling card and enhanced communications services.

Before joining GST, he served as the CEO of Texas-Ohio Communications, a switchless reseller of long distance telephone services from 1987 to 1995. From 1985 to 1986 he was employed by Hi-Tech Communications, a national company that installed phone systems for the Regional Bell Operating Companies where he first served as Vice President / Finance from 1985-1986. In late 1986, then promoted to Executive Vice-President and Chief Operating Officer.

Bob began his career in the telecommunications industry with Centel Business Systems, Southwest Region, one of the largest interconnect companies in the US. At Centel from 1979 to 1984, Bob served as Director of Finance.

Prior to entering the communications industry, he worked for nine years with Fortune 500 firms in various accounting and financial areas.

Mr. Livingston holds a B.B.A. in Accounting and Finance from Sam Houston State University.

Ciera Network Systems, Inc.
Management Profiles, (Cont'd.)

James (Sam) Jarrett
President

Sam Jarrett has more than 20 years of experience in business planning/development; marketing/sales strategies, operations management, accounting, computerization, telecommunications, high technology manufacturing and customer care systems.

Mr. Jarrett was co-founder (President) of Ciera Network Systems, Inc. formed in March 1999 to offer CLEC services to small business and residential customers throughout the entire United States. Ciera merged with CCC GlobalCom Corporation in June 2000. He joined Wireless Communications Technology, Inc. in May 1998 as Vice President - U.S. Operations. At WCTI, he was responsible for forming Ciera and developing the business concept upon which Ciera is based.

Prior to joining Wireless Communications Technology, Inc. Sam was the Manager of Wholesale Sales for GST Telecommunications, Inc., a publicly traded CLEC, from 1997 to 1998. At GST, Sam directed a National sales staff that sold communication services to high volume retail and commercial accounts.

From 1995 to 1996, he was the Director of Business Development for PC-TEL, Incorporated, a start-up company that provided electronic document imaging/archiving and optical character recognition (OCR) services to medical and legal practitioners wishing to have access to archived/aged client files and other business records at the computer desktop level.

Sam served as the Director of Business Development for X:CELL Communications and LesMarc Communications advising in marketing, sales, and general business re-development of these privately held corporations from 1992 to 1995.

From 1986 to 1992, Sam was President and CEO of AssemblyFAB, Inc., a company that manufactured stenography equipment for the legal industry. From 1976 to 1986 he held various manufacturing, forecasting and financial planning positions with StorageTEK, Corp., a public Fortune 500 high technology manufacturing company selling high capacity peripheral data storage products worldwide.

Ciera Network Systems, Inc.
Management Profiles, (Cont'd.)

Robert J. Serrett

Vice President – Sales & Marketing

Twenty-two years in the telecommunications business and twelve years of management experience with responsibilities for operating, maintaining, and supervising staff for various large corporations. Special interests in successful startup operations in the telecommunications industry the past nine years. Versed in establishing and organizing procedures to achieve corporate goals. Prior to joining CCC GlobalCom Corporation Mr. Serrett was Vice-President of Operations for Orion Technologies/Globalinx Corporation where he structured and managed the operations department of this communications firm.

From 1997 thru 1999 Robert Serrett was Vice President – Sales for StormTel Communications (formerly known as CCC Communications, Inc., no relation to CCC GlobalCom). Responsible for all company dedicated services, including DS0's, DS1's, DS3's, frame relay, private lines, etc. Restructured company's alternate channels program and developed a functional sales and marketing plan. Initially, company had provisioned eleven dedicated customers and had monthly revenue of approximately \$300K. Within one year, the company had grown to 27 dedicated customers and monthly revenue that exceeded \$700K.

Mr. Serrett was Director of Marketing at Telephone Company of Central Florida during 1996-1997. As one of Florida's first and largest Competitive Local Exchange Carriers (CLEC), TCCF resold BellSouth, GTE and Sprint/United local dial tone and long distance services. Originally managed and implemented local and long distance provisioning and assisted in the organization of a prepaid calling card division with sales in excess of \$500,000 per week. Acted as agent liaison and sales support for a team of over seventy-five independent agents.

Prior to joining, the Telephone Company of Central Florida Robert was Executive Vice President of Central Talk Management, Inc. (1995 – 1996) located in Ft Lauderdale. Originally employed to diversify and expand the company from a predominately exclusive 900 psychic business to a broad based international telecommunications company Mr. Serrett expanded revenue growth from \$6 million the first year to \$45 million in the second year. Other duties of Robert Serrett included establishing pricing guidelines, drafting contracts for clients of Central Talk, assumed the role as the company's human resources director by writing, implementing and maintaining personnel policy manuals for a staff of 122 employees and telecom liaison between Central Talk and carriers (AT&T, BellSouth and others).

From 1993–1995 Mr. Serrett was the Director of Business Development at Ryder Communications, Inc. (Coral Springs, Florida). Mr. Serrett developed a marketing plan and advertising primarily for expansion of the Ryder Companies in the international market. Responsible for the organization and development of Ryder Canada facility in Toronto. Inspected, analyzed and audited all Ryder Companies telephone billing. Primary interface with carriers (AT&T, MCI, Sprint, BellSouth, Bell Canada, and Teleglobe).

Mr. Serrett was the President of B&M Communications, Inc. (Raleigh, NC) from 1992 thru 1994. Robert developed a complete telecommunications telemanagement company from a live service bureau environment. Oversaw and managed entire organization including development of systems architecture. Company performed primarily as a live operator inbound and outbound telemarketing center. Employed approximately 80 employees including staff and operators.

Prior to 1992, Mr. Serrett was engaged in various telecommunications endeavors including establishing and developing operations for pay-per-call, facilities based service bureau as well as assisting in its revenue development. As a direct result of his efforts, revenue increased 255% within two years.

Ciera Network Systems, Inc.

Attachment G

Small and Minority Owned Telecommunications
Business Participation Plan

**SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN**

SUBMITTED TO
TENNESSEE REGULATORY AUTHORITY

BY

Ciera Network Systems, Inc.

**SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN**

TABLE OF CONTENTS

1.	PURPOSE	3
2.	DEFINITIONS	3
3.	PLAN RESPONSIBILITY AND POLICY STATEMENT	3-4
4.	PLAN PERIOD	4
5.	PLAN ADMINISTRATION	4-5
6.	PLAN TO ENSURE EQUITABLE OPPORTUNITY	5-6
7.	PLAN REPORTING	6

**SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN**

1. PURPOSE

- 1.1 This small and minority-owned telecommunications business participation plan ("Plan") is submitted by the Applicant as required by T.C.A. §65-5-212.
- 1.2 The administration of this Plan is the responsibility of the Applicant

2. DEFINITIONS

- 2.1 The Applicant is a private corporation who resells interexchange telecommunication services of in the state of Tennessee. They are based in Atlanta, Georgia and have no employees, property, or equipment in Tennessee at this time.
- 2.2 As a competitive vendor of telecommunications service, the Applicant is non-dominant in its industry. The nature of the Applicant's business limits their opportunity to support the use of Small and Minority Business in Tennessee. However, let the submission of this Plan evidence their desire to participate as practically possible.
- 2.3 Small and Minority Business - For the purpose of this Plan, "minority business" means a business that is solely owned, or at least fifty-one (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls the daily operations of such business and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000) per T.C.A. §65-5-212.

3. APPLICANT'S RESPONSIBILITY FOR SMALL AND MINORITY-OWNED TELECOMMUNICATION BUSINESS PARTICIPATION PLAN AND POLICY STATEMENT

- 3.1 The Applicant intends to afford Small and Minority-Owned Telecommunications Businesses the maximum practicable opportunity to participate in the performance of contracts in accordance with T.C.A. §65-5-212.
- 3.2 The Applicant is a reseller of telecommunications service whose business operations include:
 - (a) Sale and Marketing of Telecommunications Services
 - (b) Customer Care
 - (c) The Applicant uses vendors and suppliers to support their reseller business in the following areas:
 - Telecommunications Service Providers
 - Sales Agents of Telecommunications Services
 - Telecommunications Billing and Collection Services
- 3.3 Robert W. Livingston, CEO & Secretary would coordinate Small and Minority-Owned Telecommunications Business referrals.
- 3.4 Initial Small and Minority-Owned Telecommunications Business contacts for the Applicant would be made through their Coordinator who will seek to identify and include firms in Tennessee through the Department of Economic and Community Development's office of Minority Business Enterprise and Small Business office.

4. SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN PERIOD OF EFFECTIVENESS

- 4.1** The Applicant will maintain a pro active and continuous approach toward inclusion of such firms in their supplier in their supplier base. Consequently, their Plan and the associated duties and activities would not have a fixed time period for effective, but rather represent The Applicant' ongoing policies and procedures. The Applicant has no physical presence in Tennessee. When and if their business condition changes in Tennessee, the effectiveness of this Plan would be enhanced.

5. PLAN ADMINISTRATION

5.1 The Applicant's Plan Administrator is:

Robert W. Livingston, CEO / Secretary
Ciera Network Systems, Inc.
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212
Phone: 713-914-3850
Fax: 713-914-3870
Toll Free: 888-467-1844

- 5.2** The Administrator manages the Plan, as described below in the Administrator's duties. The Administrator has direct interface with procurement personnel, contract administrators, and program and project personnel to ensure compliance with the provisions of the Plan.
- 5.3** The Administrator's specific job duties, as they relate to this Plan and the Applicant's business operations in the state of Tennessee, are as follows:
- (a)** Developing and maintaining the Applicant's Supplier Master List which would include a listing of Small and Minority-Owned Telecommunications Businesses in Tennessee who are deemed eligible to be suppliers for the Applicant.
 - (b)** Reviewing the Applicant policies and procedures in to ensure that Small and Minority-Owned Telecommunications Businesses in Tennessee have an equitable opportunity to be awarded contracts when possible.
 - (c)** Allowing for inclusion of Small and Minority-Owned Telecommunications Businesses in those solicitations for products or service which they are capable of providing.
 - (d)** Coordinating activities during the conduct of any compliance review by Tennessee state agencies.
 - (e)** Preparing and submitting periodic contracting reports as required.

6. PLAN TO ASSURE EQUITABLE OPPORTUNITY

- 6.1** The Administrator shall ensure that appropriate source listings and services are properly utilized in support of the Plan. Sources/listings include but are not limited to the following:
- (a)** The Applicant approved Master Supplier List.
 - (b)** Sourcing information received from the Department of Economic and Community Development's Office of Minority Business Enterprise and Small Business Office in Nashville.
- 6.2** Outreach efforts will be made as follows:
- (a)** The Administrator shall cultivate and maintain a relationship with the Community Development's Office of Minority Business Enterprise and Small Business Office in an effort to locate and qualify capable Small and Minority-Owned Telecommunications Businesses for participation in contracting opportunities.
 - (b)** The Administrator shall ensure that the Applicant provides adequate and timely consideration of the potentialities of Small and Minority-Owned Telecommunications Businesses in "make-or-buy" decisions.
 - (c)** The Administrator shall ensure that the Applicant counsels and discusses contracting opportunities with representatives of Small and Minority-Owned Telecommunications Businesses.
 - (d)** The Administrator shall ensure that the Applicant offers assistance to Small and Minority-Owned Telecommunications Businesses to explain the following:
 - requests for quotations, progress payments, technical and quality assurance programs, advice on types of business typically being contracted, and the mechanics of procurement requirements and quality expectations.

7. PLAN REPORTING

- 7.1** The Applicant will submit such periodic reports and cooperate in those studies or surveys as may be required to determine the extent of compliance with this Plan.
- 7.2** The Applicant Supplier Master List will identify Small and Minority-Owned Telecommunications Businesses in Tennessee. The Supplier Master List shall be utilized in identifying potential contractors.

Ciera Network Systems, Inc.

Attachment H

Dialing Parity Plan

Ciera Network Systems, Inc.
IntraLATA Toll Dialing Parity Plan
For Tennessee

1. Purpose

The intent of this Plan is to provide a proposal that, upon implementation, would provide customers the ability to select the telecommunications carrier of their choice for routing their intraLATA toll calls.

Ciera Network Systems, Inc. is a re-seller of the BellSouth network and will be following their established guidelines and procedures for implementation of intraLATA Parity of toll calls.

2. Implementation Date and Areas of Availability

Upon commencement of service, Ciera Network Systems, Inc. will offer 2-PIC service in all BellSouth states including Tennessee.

3. Method of Selection Process and costs

Ciera Network Systems, Inc. will follow the 2-PIC strategy established by BellSouth. With the 2-PIC methodology, customers will be able to presubscribe to one telecommunications carrier for interLATA toll calls and presubscribe to the same or different carrier, including their existing local exchange company, for all intraLATA toll calls.

Existing Customers

Ciera Network Systems, Inc. employees will be trained to explain the process to customers for making PIC changes for intraLATA toll calls. They will be prepared to make changes in customer records based upon request from customers or carriers and direct customers to their chosen intraLATA carrier. Customers will remain with their current intraLATA carrier until they affirmatively choose an intraLATA toll carrier.

New Customers

Processes will be in place to provide new customers with an opportunity to choose their intraLATA toll carrier from a list of available carriers. Customers who do not choose a carrier for intraLATA toll calls will be identified as a "No-PIC" and will not be automatically defaulted to a carrier. Fees for PIC changes will be passed on to the customer at current pricing of \$1.49 for residential and business customers. No waiver will apply but customers will be able to change both interLATA and intraLATA PICs in the same transaction for no extra charge.

4. Customer Notifications

Customers will be advised the opportunity to choose an intraLATA toll carrier separate from their interLATA carrier at the time they place an order initiating service. They will also be advised that they may choose a carrier other than their local exchange carrier and that a list of available intraLATA toll carriers is available upon request from customer service. Ciera also believes that promotional material by other carriers will make customers aware of the choices available to them.

Cost Recovery

Ciera does not anticipate any charges from BellSouth to implement their Parity Plan and therefor will not be assessing the customer any additional charges.

Miscellaneous Items

Slamming - Ciera will be subject to rules relating to slamming as indicated in Tennessee Regulatory Authority Rule 1220-4-2-. 56, Sections (2) – (19) and 1220-4-2.58, Sections (1)-(16).

Nondiscriminatory Access – Ciera will follow the guidelines established by BellSouth for reseller customers as they relate to access of telephone numbers; operator assistance; directory assistance; and directory listings.

Rules – Ciera will fully comply with all rules and regulations set forth by the FCC and the TRA.

Ciera has no applicable rules.

LATA Associations

Area	LATA	Prefix
Tennessee	Memphis	468
	Nashville	470
	Chattanooga	472
	Knoxville	474

4. Customer Notifications, (Continued)

Exchange Coverage for Local Services

423-207	423-336	423-480	423-584	423-717	423-886	615-219	615-313	615-395	615-599
423-208	423-337	423-481	423-585	423-718	423-892	615-220	615-314	615-399	615-604
423-209	423-338	423-482	423-586	423-719	423-893	615-221	615-315	615-401	615-612
423-212	423-339	423-483	423-587	423-733	423-894	615-222	615-316	615-402	615-631
423-213	423-344	423-485	423-588	423-744	423-899	615-223	615-317	615-406	615-643
423-215	423-345	423-487	423-590	423-745	423-902	615-226	615-319	615-407	615-646
423-217	423-351	423-488	423-594	423-746	423-903	615-227	615-320	615-412	615-650
423-219	423-354	423-490	423-595	423-751	423-904	615-228	615-321	615-415	615-654
423-220	423-358	423-493	423-599	423-752	423-905	615-230	615-322	615-416	615-660
423-221	423-359	423-494	423-602	423-755	423-906	615-231	615-323	615-417	615-661
423-222	423-365	423-495	423-603	423-756	423-907	615-232	615-325	615-418	615-662
423-226	423-373	423-496	423-605	423-757	423-908	615-234	615-327	615-419	615-664
423-227	423-374	423-499	423-608	423-763	423-909	615-235	615-329	615-421	615-665
423-228	423-376	423-501	423-609	423-766	423-916	615-237	615-330	615-426	615-672
423-231	423-379	423-504	423-613	423-769	423-918	615-239	615-331	615-428	615-673
423-235	423-380	423-507	423-614	423-774	423-919	615-240	615-332	615-430	615-696
423-237	423-382	423-509	423-616	423-775	423-920	615-241	615-333	615-432	615-702
423-240	423-386	423-510	423-617	423-778	423-921	615-242	615-335	615-441	615-708
423-248	423-387	423-513	423-618	423-780	423-923	615-244	615-336	615-443	615-714
423-250	423-389	423-514	423-619	423-784	423-924	615-248	615-337	615-444	615-717
423-255	423-395	423-515	423-622	423-785	423-927	615-251	615-340	615-445	615-720
423-258	423-397	423-516	423-623	423-802	423-932	615-252	615-341	615-446	615-726
423-263	423-403	423-517	423-624	423-804	423-933	615-253	615-342	615-449	615-731
423-265	423-408	423-521	423-625	423-805	423-942	615-254	615-343	615-451	615-733
423-266	423-413	423-522	423-629	423-806	423-954	615-255	615-344	615-452	615-734
423-267	423-414	423-523	423-631	423-809	423-961	615-256	615-347	615-453	615-735
423-268	423-417	423-524	423-632	423-810	423-970	615-257	615-350	615-457	615-736
423-269	423-420	423-525	423-633	423-814	423-971	615-258	615-351	615-458	615-737
423-272	423-425	423-527	423-634	423-818	423-974	615-259	615-352	615-459	615-740
423-275	423-426	423-531	423-637	423-819	423-977	615-262	615-353	615-460	615-741
423-280	423-428	423-539	423-642	423-821	423-980	615-264	615-354	615-463	615-742
423-281	423-429	423-540	423-645	423-822	423-981	615-269	615-355	615-476	615-743
423-284	423-430	423-541	423-656	423-825	423-982	615-271	615-356	615-477	615-744
423-285	423-435	423-544	423-658	423-827	423-983	615-272	615-360	615-478	615-746
423-289	423-436	423-545	423-661	423-837	423-984	615-274	615-361	615-481	615-747
423-290	423-442	423-546	423-667	423-842	423-985	615-275	615-365	615-482	615-748
423-296	423-448	423-549	423-670	423-843	423-986	615-279	615-366	615-483	615-749
423-301	423-450	423-550	423-673	423-846	423-987	615-282	615-367	615-494	615-763
423-304	423-451	423-558	423-674	423-847	423-988	615-284	615-370	615-504	615-770
423-309	423-452	423-559	423-681	423-850	423-991	615-291	615-371	615-505	615-771
423-310	423-453	423-562	423-686	423-855	423-992	615-292	615-372	615-508	615-778
423-312	423-457	423-563	423-687	423-856	423-993	615-295	615-373	615-512	615-780
423-315	423-458	423-564	423-688	423-867	423-995	615-297	615-374	615-513	615-781
423-317	423-463	423-565	423-689	423-869	423-996	615-298	615-376	615-516	615-782
423-318	423-470	423-566	423-690	423-870	615-201	615-299	615-377	615-518	615-783
423-321	423-471	423-567	423-691	423-873	615-202	615-302	615-382	615-519	615-789
423-326	423-472	423-570	423-692	423-874	615-206	615-303	615-383	615-524	615-790
423-327	423-473	423-573	423-693	423-875	615-207	615-304	615-384	615-531	615-791
423-329	423-475	423-577	423-694	423-876	615-210	615-305	615-385	615-532	615-792
423-330	423-476	423-579	423-697	423-877	615-214	615-307	615-386	615-542	615-794
423-332	423-478	423-581	423-698	423-882	615-217	615-308	615-390	615-591	615-797
423-334	423-479	423-583	423-701	423-883	615-218	615-309	615-391	615-595	615-799
615-804	615-929	901-278	901-380	901-494	901-605	901-738	901-831	931-358	931-638

615-806	615-930	901-279	901-381	901-495	901-606	901-743	901-832	931-359	931-639
615-812	615-936	901-282	901-382	901-496	901-607	901-744	901-833	931-362	931-645
615-813	615-943	901-285	901-383	901-497	901-608	901-745	901-834	931-363	931-647
615-816	615-944	901-286	901-384	901-521	901-609	901-746	901-836	931-379	931-648
615-817	615-948	901-287	901-385	901-522	901-610	901-747	901-850	931-380	931-659
615-821	615-951	901-288	901-386	901-523	901-612	901-748	901-853	931-381	931-670
615-822	615-952	901-301	901-387	901-524	901-613	901-749	901-854	931-387	931-680
615-824	615-957	901-307	901-388	901-525	901-614	901-751	901-855	931-388	931-682
615-826	615-960	901-309	901-391	901-526	901-616	901-752	901-861	931-389	931-684
615-830	615-963	901-320	901-392	901-527	901-617	901-753	901-867	931-393	931-685
615-831	615-969	901-321	901-395	901-528	901-618	901-754	901-877	931-413	931-703
615-832	615-972	901-323	901-396	901-529	901-624	901-755	901-878	931-424	931-723
615-833	615-973	901-324	901-397	901-531	901-627	901-756	901-884	931-425	931-728
615-834	615-974	901-325	901-398	901-532	901-635	901-757	901-885	931-433	931-729
615-835	615-975	901-327	901-399	901-533	901-637	901-758	901-886	931-438	931-759
615-837	615-978	901-329	901-412	901-534	901-638	901-759	901-887	931-454	931-762
615-838	901-209	901-330	901-413	901-535	901-639	901-761	901-922	931-455	931-764
615-847	901-213	901-332	901-418	901-536	901-640	901-762	901-925	931-461	931-766
615-848	901-216	901-335	901-421	901-537	901-641	901-763	901-926	931-465	931-796
615-849	901-220	901-336	901-422	901-538	901-642	901-764	901-934	931-468	931-801
615-851	901-221	901-337	901-423	901-539	901-644	901-765	901-935	931-469	931-808
615-855	901-222	901-340	901-424	901-541	901-645	901-766	901-937	931-486	931-827
615-859	901-223	901-344	901-425	901-542	901-646	901-767	901-942	931-487	931-840
615-860	901-224	901-345	901-426	901-543	901-648	901-769	901-946	931-489	931-857
615-862	901-226	901-346	901-427	901-544	901-658	901-771	901-947	931-490	931-905
615-865	901-227	901-348	901-433	901-545	901-659	901-772	901-948	931-503	931-906
615-867	901-229	901-352	901-434	901-546	901-660	901-773	901-954	931-527	931-920
615-868	901-231	901-353	901-441	901-547	901-661	901-774	901-967	931-540	931-937
615-870	901-233	901-354	901-442	901-550	901-663	901-775	901-968	931-551	931-962
615-871	901-235	901-355	901-444	901-552	901-664	901-777	901-976	931-552	931-964
615-872	901-237	901-356	901-447	901-561	901-668	901-779	901-983	931-553	931-967
615-874	901-241	901-357	901-448	901-565	901-678	901-783	901-986	931-560	931-968
615-876	901-242	901-358	901-452	901-566	901-680	901-784	901-987	931-561	931-980
615-880	901-244	901-360	901-454	901-568	901-681	901-785	901-988	931-572	931-987
615-882	901-245	901-362	901-458	901-569	901-682	901-786	901-989	931-580	
615-883	901-246	901-363	901-465	901-570	901-683	901-787	931-206	931-582	
615-884	901-253	901-365	901-466	901-572	901-684	901-788	931-212	931-583	
615-885	901-254	901-366	901-475	901-573	901-685	901-789	931-215	931-598	
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615-896	901-265	901-372	901-485	901-579	901-723	901-818	931-235	931-625	
615-898	901-266	901-373	901-486	901-580	901-724	901-820	931-270	931-626	
615-902	901-267	901-374	901-487	901-581	901-725	901-821	931-281	931-627	
615-904	901-268	901-375	901-488	901-583	901-726	901-824	931-285	931-628	
615-907	901-269	901-376	901-489	901-584	901-728	901-825	931-290	931-629	
615-912	901-272	901-377	901-490	901-593	901-729	901-826	931-296	931-632	
615-918	901-274	901-378	901-491	901-603	901-734	901-827	931-318	931-636	
615-923	901-276	901-379	901-493	901-604	901-737	901-828	931-326	931-637	

Ciera Network Systems, Inc.

Attachment I

Pre-Filed Testimony

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the matter of the Application of
Ciera Network Systems, Inc.
for Authority to Provide Facilities-based
Competitive Local Telecommunications
Service within the State of Tennessee

)
)
)
)
)

TRA Docket No. _____

TESTIMONY OF ROBERT W. LIVINGSTON

Chief Executive Officer, Secretary

1 **Q. Will you please state your name and business address.**

2 A. My name is Robert W. Livingston and my business address is 1250 Wood Branch Park Drive, 6th
3 Floor, Houston, Texas 77079-1212509. My telephone number is (281) 529-4600 and facsimile
4 number is (281) 529-4694. My e-mail address is boblivingston@cccglobalcom.com.
5

6 **Q. By whom are you employed and in what capacity?**

7 A. I am the Chief Executive Officer and Secretary for Ciera Network Systems, Inc, ("Ciera"). I am
8 responsible for all facets of the Company's operation, including regulatory and external affairs and
9 issues, for Ciera Network Systems, Inc.
10

11 **Q. Please give a brief description of your background and experience.**

12 A. I have over 21 years of experience in the telecom industry. In 1999 I formed Ciera Network Systems,
13 Inc. Before forming Ciera, I was employed by Wireless Communications Technology, Inc. as
14 Executive Vice President, CEO, Secretary/Treasurer. Prior to joining WCTI, I was Vice President
15 of Card Services for GST Telecommunications, a publicly traded CLEC providing a broad range of
16 integrated telecommunications services. Before joining GST, I served as the CEO of Texas-Ohio
17 Communications, a switchless reseller of long distance telephone services from 1987 to 1995. From
18 1985 to 1986 has was employed by Hi-Tech Communications, a national company that installed
19 phone systems for the Regional Bell Operating Companies where he first served as Vice President
20 / Finance from 1985-1986. In late 1986, then promoted to Executive Vice-President and Chief
21 Operating Officer. I began his career in the telecommunications industry with for Centel Business
22 Systems, Southwest Region, one of the largest interconnect companies in the US. At Centel from
23 1979 to 1984, I served as Director of Finance. Prior to entering the communications industry, I
24 worked for nine years with Fortune 500 firms in various accounting and financial areas.
25

26 **Q. What is the purpose of your testimony?**

27 A. The purpose of my testimony is to present evidence on the financial, technical and managerial
28 abilities of Ciera to provide local telecommunications services in Tennessee; and to describe the
29 services Ciera Network Systems, Inc. proposes to offer.
30

31 **Q. Has Ciera Network Systems, Inc. registered to do business in Tennessee?**

32 A. Yes. Ciera is a Texas Corporation. Registration to conduct business in Tennessee is provided in
33 Attachment C of the application.
34

35 **Q. Has Ciera previously obtained authority in Tennessee?**

36 A. No.
37

38 **Q. Please describe the services Ciera proposes to offer.**

39 A. Ciera proposes to offer local dial tone services to its customers which will be comparable to and
40 competitive with services offered by the incumbent local exchange carriers.
41

42 **Q. How will Ciera bill for its services?**

43 A. Ciera's local services are billed directly by the company on a monthly basis. Fixed monthly charges
44 are billed monthly in advance, usage-sensitive charges will be billed in arrears.
45

46 **Q. How are trouble reports, billing errors and complaints handled?**

47 A. Billing disputes will be reported by the customer via the toll free number of (888) 467-1844, printed
48 on the Customer's monthly bill, Customer service disputes will be reported via the same toll free
49 number. In addition, Customers may contact the Company in writing at the headquarters address.
50 Ciera understands the importance of effective customer service for local service consumers.

1 **Q. Describe the proposed Ciera's Tennessee tariff.**

2 A. Services included in Ciera's tariff include: Standard Local Service, PBX Trunk Service, Direct
3 Inward Dialing (DID) Service, Optional Calling Features, Listing Services, Directory Assistance,
4 Operator Services, Long Distance Services, ISDN Service and DSL Service. Services are offered to
5 both business and residential customers twenty-four hours per day, seven days per week.
6

7 **Q. Where is Ciera currently certificated?**

8 A. Ciera is certificated to provide long distances services in AR, CA, DE, FL, GA, ID, IL, IN, KS, KY,
9 MA, ME, MI, MN, MO, ND, NH, NJ, NM, NV, NY, OR, SC, TX, WI and WY. In addition, Ciera
10 has local applications pending in AZ, CO, GA, MA, MD, NC, OH and PA. The Company is in the
11 process of filing applications in 11 additional states.
12

13 **Q. Describe Ciera's financial ability to operate as a local service provider.**

14 A. Ciera has ample resources for the successful provision of its telecommunications services. We have
15 provided financial information with our application which clearly demonstrate that Ciera has ample
16 cash flow and capital to expand into the facilities based CLEC market in Tennessee.
17

18 **Q. Does Ciera have the managerial and technical qualifications to provide local service in
19 Tennessee?**

20 A. Yes. Ciera has an experienced management team. Resumes of key management staff are provided
21 as Attachment F in of the Company's application.
22

23 **Q. Where in Tennessee does Ciera intend to offer its services?**

24 A. Ciera intends to initially offer services in areas of the state served by BellSouth, but seeks statewide
25 authority for future applications.
26

27 **Q. How will Tennessee consumers benefit from Ciera's services?**

28 A. Certification of Ciera will increase the level of competition in Tennessee. Ciera intends to offer
29 quality service at competitive prices. In addition, Ciera's marketing plan will expand subscriber
30 awareness of options and services available to them, thus encouraging the growth and success of
31 competitive services.
32

33 **Q. Why is Ciera seeking facilities-based authority in Tennessee? Will Ciera use any public rights-
34 of-way?**

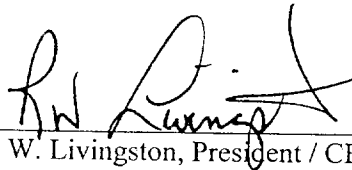
35 A. Initially, Ciera plans to purchase unbundled network element platform service (UNE-P) from
36 BellSouth and Sprint/United. Since Ciera has no immediate plans to deploy cable, it does not foresee
37 using public rights-of-way in the next year. However, Ciera does want the Commission's consent to
38 use public rights-of-way pursuant to applicable laws for possible future installations.
39

40 **Q. Does this conclude your testimony?**

41 A. Yes.

VERIFICATION

I, Robert W. Livingston, first being duly sworn upon oath, depose and say that I am Chief Executive Officer and Secretary of Ciera Network Systems, Inc., a Texas Corporation; that I have read the above and foregoing prefiled testimony by me subscribed and know the contents thereof; that said contents are true in substance and in fact, except to those matters stated upon information and belief, and as to those, I believe same to be true.



Robert W. Livingston, President / CEO
Ciera Network Systems, Inc.

STATE OF TEXAS

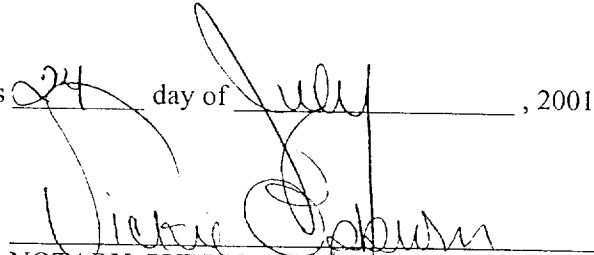
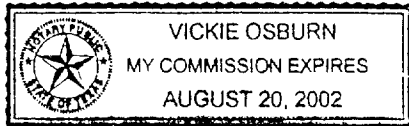
§

COUNTY OF HARRIS

§

§

SUBSCRIBED AND SWORN to before me this 24 day of July, 2001.


NOTARY PUBLIC

My Commission Expires Aug. 20, 2002

Ciera Network Systems, Inc.

Attachment J

Proposed Tariff

RULES, REGULATIONS, AND
SCHEDULE OF RATES AND CHARGES
APPLICABLE TO END USER

LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

FURNISHED BY

Ciera Network Systems, Inc.

WITHIN THE STATE OF TENNESSEE

Issue Date: August 7, 2001

Effective Date:

Issued by:

Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

TABLE OF CONTENTS

	Section	Page
TABLE OF CONTENTS	Preface	1
CHECK SHEET	Preface	5
EXPLANATION OF SYMBOLS, REFERENCE MARKS, AND ABBREVIATIONS OF TECHNICAL TERMS USED IN THIS TARIFF	Preface	7
APPLICATION OF TARIFF	Preface	8
DEFINITIONS	1	1
REGULATIONS	2	
2.1 Undertaking of the Company	2	1
2.2 Prohibited Uses	2	11
2.3 Obligations of the Customer	2	12
2.4 Customer Equipment and Channels	2	15
2.5 Customer Deposits and Advance Payments	2	18
2.6 Payment Arrangements	2	20
2.7 Allowances for Interruptions in Service	2	25
2.8 Cancellation of Service/Termination Liability	2	31
2.9 Customer Liability for Unauthorized Use of the Network	2	32
2.10 Use of Customer's Service by Others	2	33
2.11 Transfers and Assignments	2	33
SERVICE AREAS	3	
3.1 Exchange Service Areas	3	1
3.2 Rate Groups	3	1
3.3 Local Calling Areas	3	2
3.4 County Wide Calling	3	27
3.5 List of Exchanges by Local Access and Transport Area (LATA)	3	28

Issue Date: August 7, 2001

Effective Date:

Issued by:

Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

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TABLE OF CONTENTS, (CONT'D.)

	Section	Page
SERVICE CHARGES AND SURCHARGES	4	
4.1 Service Order and Change Charges	4	1
4.2 Maintenance Visit Charges	4	1
4.3 Restoration of Service	4	2
NETWORK SERVICES DESCRIPTIONS	5	
5.1 General	5	1
5.2 Calling Time for Usage Sensitive Services	5	3
5.3 Distance Calculations	5	4
5.4 Rate Periods for Time of Day Sensitive Services	5	6
5.5 Standard Residence Line	5	7
5.6 Standard Business Line	5	7
5.7 PBX Trunk Service	5	7
5.8 Digital Voice Grade DS-1 Trunk Service	5	8
5.9 Direct Inward Dialing (DID) Service	5	8
5.10 Integrated Services Digital Network (ISDN)	5	9
5.11 Optional Calling Features	5	10
5.12 Listing Services	5	18
5.13 Directory Assistance	5	18
5.14 Operator Services	5	19
5.15 IntraLATA Long Distance Services	5	19
5.16 Miscellaneous Services	5	20
5.17 Private Line Services	5	20
5.18 Carrier Access Services	5	20
FACILITIES BASED SERVICES	6	
6.1 [Reserved for Future Use]	6	1

Issue Date: August 7, 2001

Effective Date:

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Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TNI0000

TABLE OF CONTENTS, (CONT'D.)

	Section	Page
LOCAL RESALE SERVICES PRICE LIST	7	
7.1 General	7	1
7.2 Standard Residence Local Exchange Service	7	2
7.3 Standard Business Local Exchange Service	7	8
7.4 Pre-Paid Residence and Business Local Exchange Service	7	14
7.5 Business PBX Trunk Service	7	16
7.6 Direct Inward Dialing (DID) Service	7	17
7.7 Access Lines for Customer Provided Pay Telephone	7	18
7.8 Optional Calling Features	7	20
DIRECTORY ASSISTANCE AND LISTING SERVICES	8	
8.1 Directory Listings	8	1
8.2 Non-Published Service	8	8
8.3 Non-Listed Service	8	9
8.4 Directory Assistance Services	8	10
OPERATOR SERVICES	9	
9.1 General	9	1
LONG DISTANCE SERVICES	10	
10.1 General	10	1
10.2 Calculation of Distance	10	2
10.3 Timing of Calls	10	3
10.4 Rate Periods	10	3
10.5 Direct Dial 1+ Service	10	5
10.6 Inbound Toll Free Service	10	6
10.7 Travel Card	10	8
10.8 Casual Calling Service	10	9
10.9 Public Telephone Surcharge	10	11
10.10 Directory Assistance	10	12

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TNI0000

TABLE OF CONTENTS, (CONT'D.)

	Section	Page
MISCELLANEOUS SERVICES	11	
11.1 Carrier Presubscription	11	1
PRIVATE LINE SERVICES	12	
12.1 [Reserved for Future Use]	12	1
CARRIER ACCESS SERVICES	13	
13.1 [Reserved for Future Use]	13	1
SPECIAL ARRANGEMENTS	14	
14.1 [Reserved for Future Use]	14	1
PROMOTIONAL OFFERINGS	15	
15.1 Special Promotions	15	1
15.2 Discounts	15	1

Issue Date: August 7, 2001

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Houston, Texas 77079-1212

TN10000

CHECK SHEET

The Title Page and pages listed below are inclusive and effective as of the date shown. Original and revised pages as named below contain all changes from the original tariff that are in effect on the date shown on each page.

Page	Revision	Page	Revision	Page	Revision
Preface	Original *	14	Original *	11	Original *
1	Original *	15	Original *	12	Original *
2	Original *	16	Original *	13	Original *
3	Original *	17	Original *	14	Original *
4	Original *	18	Original *	15	Original *
5	Original *	19	Original *	16	Original *
6	Original *	20	Original *	17	Original *
7	Original *	21	Original *	18	Original *
8	Original *	22	Original *	19	Original *
Section 1		23	Original *	20	Original *
1	Original *	24	Original *	21	Original *
2	Original *	25	Original *	22	Original *
3	Original *	26	Original *	23	Original *
4	Original *	27	Original *	24	Original *
5	Original *	28	Original *	25	Original *
6	Original *	29	Original *	26	Original *
7	Original *	30	Original *	27	Original *
Section 2		31	Original *	28	Original *
1	Original *	32	Original *	29	Original *
2	Original *	33	Original *	30	Original *
3	Original *	Section 3		31	Original *
4	Original *	1	Original *	Section 4	
5	Original *	2	Original *	1	Original *
6	Original *	3	Original *	2	Original *
7	Original *	4	Original *	Section 5	
8	Original *	5	Original *	1	Original *
9	Original *	6	Original *	2	Original *
10	Original *	7	Original *	3	Original *
11	Original *	8	Original *	4	Original *
12	Original *	9	Original *	5	Original *
13	Original *	10	Original *	6	Original *

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Houston, Texas 77079-1212

TNI0000

CHECK SHEET (CONT'D)

Page	Revision	Page	Revision	Page	Revision
7	Original *	3	Original *	23	Original *
8	Original *	4	Original *	24	Original *
9	Original *	5	Original *	25	Original *
10	Original *	6	Original *	26	Original *
11	Original *	7	Original *	27	Original *
12	Original *	8	Original *	28	Original *
13	Original *	9	Original *	29	Original *
14	Original *	10	Original *	30	Original *
15	Original *	Section 9		31	Original *
16	Original *	1	Original *	32	Original *
17	Original *	2	Original *	33	Original *
18	Original *	3	Original *	34	Original *
19	Original *	4	Original *	35	Original *
Section 6		5	Original *		
1	Original *	6	Original *	Section 11	
Section 7		Section 10		1	Original *
1	Original *	1	Original *	2	Original *
2	Original *	2	Original *	3	Original *
3	Original *	3	Original *	4	Original *
4	Original *	4	Original *	Section 12	
5	Original *	5	Original *	1	Original *
6	Original *	6	Original *	Section 13	
7	Original *	7	Original *	1	Original *
8	Original *	8	Original *	Section 14	
9	Original *	9	Original *	1	Original *
10	Original *	10	Original *	Section 15	
11	Original *	11	Original *	1	Original *
12	Original *	12	Original *		
13	Original *	13	Original *		
14	Original *	14	Original *		
15	Original *	15	Original *		
16	Original *	16	Original *		
17	Original *	17	Original *		
18	Original *	18	Original *		
19	Original *	19	Original *		
Section 8		20	Original *		
1	Original *	21	Original *		
2	Original *	22	Original *		

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TN10000

EXPLANATION OF SYMBOLS

The following symbols shall be used in this tariff for the purpose indicated below:

- (C) To signify changed regulation.
- (D) To signify discontinued rate or regulation.
- (I) To signify increased rate.
- (M) To signify a move in the location of text.
- (N) To signify new rate or regulation.
- (R) To signify reduced rate.
- (S) To signify reissued matter.
- (T) To signify a change in text but no change in rate or regulation.

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TN10000

Ciera Network Systems, Inc.
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

Tennessee Tariff No. 1
Preface - Original Page 8

APPLICATION OF TARIFF

This tariff sets forth the service offerings, rates, terms and conditions applicable to the local exchange, exchange access, and intrastate toll communications services within the state of Tennessee.

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TN10000

SECTION 1 - DEFINITIONS

For the purpose of this tariff, the following definitions will apply:

Access Services: The Company's intrastate telephone services offered pursuant to this tariff.

Access Service Request ("ASR"): The written request for access services executed by the Customer and the Company in the format devised by the Company. The signing of an ASR by the Customer and acceptance by the Company initiates the respective obligations of the parties as set forth therein and pursuant to this tariff, but the duration of the service is calculated from the Service Commencement Date. Should a Customer use the Company's access service without an executed ASR, the Company will then request the Customer to submit one.

Account Codes: Permits Centrex Stations and attendants to dial an account code number of up to eight digits. For use when placing calls over facilities arranged for Automatic Message Accounting (AMA) recording. The account or project number must be input prior to dialing the called number.

Advance Payment: Part or all of a payment required before the start of service.

Automatic Number Identification ("ANI"): Allows the automatic transmission of a caller's billing account telephone number to a local exchange company, interexchange carrier or a third party subscriber. The primary purpose of ANI is to allow for billing of toll calls.

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TNI0000

SECTION 1 - DEFINITIONS, (CONT'D.)

Bit: The smallest unit of information in the binary system of notation.

Carrier: A company or entity providing telecommunications services to the public.

Ciera: Ciera Network Systems, Inc., the issuer of this tariff.

Collocation: An arrangement whereby the Company's switching equipment is located in a local exchange Company's central office.

Commission: Refers to Tennessee Regulatory Authority

Company: Refers to Ciera Network Systems, Inc.

Customer or Subscriber: The person, firm or corporation which orders service and is responsible for the payment of charges and compliance with the Company's regulations.

Dedicated Inbound Calls: Refers to calls that are terminated via dedicated access facilities connecting the Customer's premises and the Company's Point of Presence ("POP"). This service is offered to the extent facilities are available and where the Company and the Customer jointly arrange for the establishment of dedicated access facilities connecting the Customer's trunk-compatible PBX or other suitable equipment to the Company's POP. The Customer shall be responsible for all costs and charges associated with the dedicated access facilities.

Dedicated Outbound Calls: Refers to service that is offered to the extent facilities are available in those cases where the Company and the Customer jointly arrange for the establishment of dedicated access facilities connecting the Customer's trunk-compatible PBX or other suitable equipment to the Company's (POP). The Customer shall be responsible for all costs and charges associated with the dedicated access facilities.

Deposit: Refers to a cash or equivalent of cash security held as a guarantee for payment of the charges.

DID Trunk: A form of local switched access that provides the ability for an outside party to call an internal extension directly without the intervention of the Company operator.

Dial Pulse (or "DP"): The pulse type employed by rotary dial station sets.

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TN10000

SECTION 1 - DEFINITIONS, (CONT'D.)

Direct Inward Dial (or "DID"): A service attribute that routes incoming calls directly to stations, bypassing a central answering point.

Direct Outward Dial (or "DOD"): A service attribute that allows individual station users to access and dial outside numbers directly.

Dual Tone Multi-Frequency (or "DTMF"): The pulse type employed by tone dial station sets.

Duplex Service: Service which provides for simultaneous transmission in both directions.

End Office: With respect to each NPA-NXX code prefix assigned to the Company, the location of the Company's "end office" for purposes of this tariff shall be the point of interconnection associated with that NPA-NXX code in the Local Exchange Routing Guide ("LERG"), issued by BellCore.

Exchange Telephone Company or Telephone Company: Denotes any individual, partnership, association, joint-stock company, trust, or corporation authorized by the appropriate regulatory bodies to engage in providing public switched communication service throughout an exchange area, and between exchange areas within the LATA.

Fiber Optic Cable: A thin filament of glass with a protective outer coating through which a light beam carrying communications signals may be transmitted by means of multiple internal reflections to a receiver, which translates the message.

Hearing Impaired: Those persons with communication impairments, including those hearing impaired, deaf, deaf/blind, and speech impaired persons who have an impairment that prevents them from communicating over the telephone without the aid of a telecommunications device for the deaf.

Hunting: Routes a call to an idle station line in a prearranged group when the called station line is busy.

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Houston, Texas 77079-1212

TN10000

SECTION 1 - DEFINITIONS, (CONT'D.)

In-Only: A service attribute that restricts outward dial access and routes incoming calls to a designated answer point.

IXC or Interexchange Carrier: A long distance telecommunications services provider.

Kbps: Kilobits per second, denotes thousands of bits per second.

LATA: A Local Access and Transport Area established pursuant to the Modification of Final Judgment entered by the United States District Court for the District of Columbia in Civil Action No. 82-0192; or any other geographic area designated as a LATA in the National Exchange Carrier Association, Inc. Tariff F.C.C. No. 4.

Local Interconnection Trunking Service: A local circuit administration point, other than a cross-connect or an information outlet, that provides capability for routing and re-routing circuits.

Mbps: Megabits, denotes millions of bits per second.

Minimum Point of Presence ("MPOP"): The main telephone closet in the Customer's building.

Monthly Recurring Charges: The monthly charges to the Customer for services, facilities and equipment, which continue for the agreed upon duration of the service.

Multi-Frequency or ("MF"): An inter-machine pulse-type used for signaling between telephone switches, or between telephone switches and PBX/key systems.

Non-Recurring Charge ("NRC"): The initial charge, usually assessed on a one-time basis, to initiate and establish service.

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Houston, Texas 77079-1212

TN10000

SECTION 1 - DEFINITIONS, (CONT'D.)

NPA: Numbering plan area or area code.

Off-Net: A means for carrying and switching traffic to or from the Customer's premises, where the Company leases Other Telephone Company's facilities to deliver traffic to a Customer location. With Off-Net service, the Customers' premises is connected through such facilities directly to switching equipment leased by the Company for resale purposes from Other Telephone Companies. (Off-Net traffic consists of all traffic that is not considered to be On-Net traffic.)

On-Net: A means for carrying and switching local traffic to or from the Customer's premises, where the Company connects to the MPOP in a Customer building or on a Customer's premises using Company-owned fiber facilities or local loops obtained from Other Telephone Companies. With On-Net service, the Customer's premises is connected through such facilities directly to switching equipment owned by the Company.

Other Telephone Company: An Exchange Telephone Company, other than the Company.

PBX: Private Branch Exchange

Point of Presence ("POP"): Point of Presence

Recurring Charges: The monthly charges to the Customer for services, facilities and equipment which continue for the agreed upon duration of the service.

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TN10000

SECTION 1 - DEFINITIONS, (CONT'D.)

Service Commencement Date: The first day following the date on which the Company notifies the Customer that the requested service or facility is available for use, unless extended by the Customer's refusal to accept service which does not conform to standards set forth in the Service Order or this tariff, in which case the Service Commencement Date is the date of the Customer's acceptance. The Company and Customer may mutually agree on a substitute Service Commencement Date.

Service Order: The written request for Network Services executed by the Customer and the Company in the format devised by the Company. The signing of a Service Order by the Customer and acceptance by the Company initiates the respective obligations of the parties as set forth therein and pursuant to this tariff, but the duration of the service is calculated from the Service Commencement Date.

Shared: A facility or equipment system or subsystem that can be used simultaneously by several Customers.

Tandem: A class 4 switch facility to which NPA and NXX codes are subtended.

TRA: Refers to Tennessee Regulatory Authority.

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Houston, Texas 77079-1212

TN10000

SECTION 1 - DEFINITIONS, (CONT'D.)

Two Way: A service attribute that includes outward dial capabilities for outbound calls and can also be used to carry inbound calls to a central point for further processing.

Usage Based Charges: Charges for minutes or messages traversing over local exchange facilities.

User or End User: A Customer, Joint User, or any other person authorized by a Customer to use service provided under this tariff.

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Houston, Texas 77079-1212

TN10000

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

2.1.1 Scope

The Company undertakes to furnish communications service pursuant to the terms of this tariff in connection with one-way and/or two-way information transmission originating and terminating from points within the State of Tennessee.

The Company is responsible under this tariff only for the services and facilities provided hereunder, and it assumes no responsibility for any service provided by any other entity that purchases access to the Company network in order to originate or terminate its own services, or to communicate with its own Customers.

2.1.2 Shortage of Equipment or Facilities

- (A) The Company reserves the right to limit or to allocate the use of existing facilities, or of additional facilities offered by the Company, when necessary because of lack of facilities, or due to some other cause beyond the Company's control.
- (B) The furnishing of service under this tariff is subject to the availability on a continuing basis of all the necessary facilities and is limited to the capacity of the Company's facilities as well as facilities the Company may obtain from other carriers to furnish service from time to time as required at the sole discretion of the Company.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.1 Undertaking of the Company, (Cont'd.)

2.1.3 Terms and Conditions

- (A) Service is provided on the basis of a minimum period of at least six months, 24-hours per day. For the purpose of computing charges in this tariff, a month is considered to have thirty (30) days.
- (B) Customers may be required to enter into written service orders which shall contain or reference a specific description of the service ordered, the rates to be charged, the duration of the services, and the terms and conditions in this tariff. Customers will also be required to execute any other documents as may be reasonably requested by the Company.
- (C) Except as otherwise stated in the tariff, at the expiration of the initial term specified in each Service Order, or in any extension thereof, service shall continue on a month to month basis at the then current rates unless terminated by either party upon thirty (30) days written notice. Any termination shall not relieve the Customer of its obligation to pay any charges incurred under the service order and this tariff prior to termination.
- (D) Service may be terminated upon written notice to the Customer if:
 - (1) the Customer is using the service in violation of this tariff; or
 - (2) the Customer is using the service in violation of the law.
- (E) This tariff shall be interpreted and governed by the laws of the State of Tennessee without regard for its choice of laws provision.

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TNI0000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.1 Undertaking of the Company, (Cont'd.)

2.1.3 Terms and Conditions, (cont'd.)

- (F) The Company hereby reserves its rights to establish service packages specific to a particular Customer. These contracts may or may not be associated with volume and/or term discounts and shall comply with TRA rule 12-20-4-8.07(3).

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TN10000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.1 Undertaking of the Company, (Cont'd.)

2.1.4 Limitations on Liability

- (A) Except as otherwise stated in this section, the liability of the Company for damages arising out of either: (1) the furnishing of its services, including but not limited to mistakes, omissions, interruptions, delays, or errors, or other defects, representations, or use of these services or (2) the failure to furnish its service, whether caused by acts or omission, shall be limited to the extension of allowances to the Customer for interruptions in service as set forth in Section 2.7.
- (B) Except for the extension of allowances to the Customer for interruptions in service as set forth in Section 2.7, the Company shall not be liable to a Customer or third party for any direct, indirect, special, incidental, reliance, consequential, exemplary or punitive damages, including, but not limited to, loss of revenue or profits, for any reason whatsoever, including, but not limited to, any act or omission, failure to perform, delay, interruption, failure to provide any service or any failure in or breakdown of facilities associated with the service.
- (C) The liability of the Company for errors in billing that result in overpayment by the Customer shall be limited to a credit equal to the dollar amount erroneously billed or, in the event that payment has been made and service has been discontinued, to a refund of the amount erroneously billed.

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Houston, Texas 77079-1212

TN10000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.1 Undertaking of the Company, (Cont'd.)

2.1.4 Limitations on Liability, (cont'd.)

- (D) The Company shall be indemnified and saved harmless by the Customer from and against all loss, liability, damage and expense, including reasonable counsel fees, due to:
- (1) Any act or omission of: (a) the Customer, (b) any other entity furnishing service, equipment or facilities for use in conjunction with services or facilities provided by the Company; or (c) common carriers or warehousemen, except as contracted by the Company;
 - (2) Any delay or failure of performance or equipment due to causes beyond the Company's control, including but not limited to, acts of God, fires, floods, earthquakes, hurricanes, or other catastrophes; national emergencies, insurrections, riots, wars or other civil commotions; strikes, work stoppages or other labor difficulties; criminal actions taken against the Company; unavailability, failure or malfunction of equipment or facilities provided by the Customer or third parties; and any law, order, regulation or other action of any governing authority or agency thereof;
 - (3) Any unlawful or unauthorized use of the Company's facilities and services;
 - (4) Libel, slander, invasion of privacy or infringement of patents, trade secrets, or copyrights arising from or in connection with the material transmitted by means of Company-provided facilities or services; or by means of the combination of Company-provided facilities or services;
 - (5) Breach in the privacy or security of communications transmitted over the Company's facilities;

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.1 Undertaking of the Company, (Cont'd.)

2.1.4 Limitations on Liability, (cont'd.)

(D) (cont'd)

- (6) Changes in any of the facilities, operations or procedures of the Company that render any equipment, facilities or services provided by the Customer obsolete, or require modification or alteration of such equipment, facilities or services, or otherwise affect their use or performance, except where reasonable notice is required by the Company and is not provided to the Customer, in which event the Company's liability is limited as set forth in paragraph (A) of this Subsection 2.1.4.
- (7) Defacement of or damage to Customer premises resulting from the furnishing of services or equipment on such premises or the installation or removal thereof;
- (8) Injury to property or injury or death to persons, including claims for payments made under Workers' Compensation law or under any plan for employee disability or death benefits, arising out of, or caused by, any act or omission of the Customer, or the construction, installation, maintenance, presence, use or removal of the Customer's facilities or equipment connected, or to be connected to the Company's facilities;
- (9) Any noncompletion of calls due to network busy conditions;
- (10) Any calls not actually attempted to be completed during any period that service is unavailable;
- (11) And any other claim resulting from any act or omission of the Customer or patron(s) of the Customer relating to the use of the Company's services or facilities.

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Houston, Texas 77079-1212

TNI0000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.1 Undertaking of the Company, (Cont'd.)

2.1.4 Limitations on Liability, (cont'd.)

- (E) The Company does not guarantee nor make any warranty with respect to installations provided by it for use in an explosive atmosphere.
- (F) The Company makes no warranties or representations, EXPRESS OR IMPLIED, either in fact or by operation of law, statutory or otherwise, including warranties of merchantability or fitness for a particular use, except those expressly set forth herein.
- (G) Failure by the Company to assert its rights pursuant to one provision of this tariff does not preclude the Company from asserting its rights under other provisions.

2.1.5 Notification of Service-Affecting Activities

The Company will provide the Customer reasonable notification of service-affecting activities that may occur in normal operation of its business. Such activities may include, but are not limited to, equipment or facilities additions, removals or rearrangements and routine preventative maintenance. Generally, such activities are not specific to an individual Customer but affect many Customers' services. No specific advance notification period is applicable to all service activities. The Company will work cooperatively with the Customer to determine the reasonable notification requirements. With some emergency or unplanned service-affecting conditions, such as an outage resulting from cable damage, notification to the Customer may not be possible.

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Houston, Texas 77079-1212

TN10000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.1 Undertaking of the Company, (Cont'd.)

2.1.6 Provision of Equipment and Facilities

- (A) The Company shall use reasonable efforts to maintain only the facilities and equipment that it furnishes to the Customer. The Customer may not nor may the Customer permit others to rearrange, disconnect, remove, attempt to repair, or otherwise interfere with any of the facilities or equipment installed by the Company, except upon the written consent of the Company.
- (B) The Company may substitute, change or rearrange any equipment or facility at any time and from time to time, but shall not thereby alter the technical parameters of the service provided the Customer.
- (C) Equipment the Company provides or installs at the Customer Premises for use in connection with the services the Company offers shall not be used for any purpose other than that for which the equipment is provided.
- (D) Except as otherwise indicated, Customer provided station equipment at the Customer's premises for use in connection with this service shall be so constructed, maintained and operated as to work satisfactorily with the facilities of the Company.
- (E) The Company shall not be responsible for the installation, operation, or maintenance of any Customer provided communications equipment. Where such equipment is connected to the facilities furnished pursuant to this tariff, the responsibility of the Company shall be limited to the furnishing of facilities offered under this tariff and to the maintenance and operation of such facilities. Subject to this responsibility, the Company shall not be responsible for:
 - (1) the through transmission of signals by Customer provided equipment or for the quality of, or defects in, such transmission; or
 - (2) the reception of signals by Customer-provided equipment; or
 - (3) network control signaling where such signaling is performed by Customer-provided network control signaling equipment.

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.1 Undertaking of the Company, (Cont'd.)

2.1.7 Non-Routine Installation

At the Customer's request, installation and/or maintenance may be performed outside the Company's regular business hours or in hazardous locations. In such cases, charges based on cost of the actual labor, material, or other costs incurred by or charged to the Company will apply. If installation is started during regular business hours but, at the Customer's request, extends beyond regular business hours into time periods including, but not limited to, weekends, holidays, and/or night hours, additional charges may apply.

2.1.8 Special Construction

Subject to the agreement of the Company and to all of the regulations contained in this tariff, special construction of facilities may be undertaken on a reasonable efforts basis at the request of the Customer. Special construction is construction undertaken:

- (A) where facilities are not presently available, and there is no other requirement for the facilities so constructed;
- (B) of a type other than that which the Company would normally utilize in the furnishing of its services;
- (C) over a route other than that which the Company would normally utilize in the furnishing of its services;
- (D) in a quantity greater than that which the Company would normally construct;
- (E) on an expedited basis;
- (F) on a temporary basis until permanent facilities are available;
- (G) involving abnormal costs; or
- (H) in advance of its normal construction.

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.1 Undertaking of the Company, (Cont'd.)

2.1.9 Ownership of Facilities

Title to all facilities provided in accordance with this tariff remains in the Company, its partners, agents, contractors or suppliers.

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.2 Prohibited Uses

- 2.2.1** The services the Company offers shall not be used for any unlawful purpose or for any use as to which the Customer has not obtained all required governmental approvals, authorizations, licenses, consents and permits.
- 2.2.2** The Company may require applicants for service who intend to use the Company's offerings for resale and/or for shared use to file a letter with the Company confirming that their use of the Company's offerings complies with relevant laws and the Tennessee Regulatory Authority's regulations, policies, orders, and decisions.
- 2.2.3** The Company may block any signals being transmitted over its Network by Customers which cause interference to the Company or other users. Customer shall be relieved of all obligations to make payments for charges relating to any blocked Service and shall indemnify the Company for any claim, judgment or liability resulting from such blockage.
- 2.2.4** A Customer, joint user, or authorized user may not assign, or transfer in any manner, the service or any rights associated with the service without the written consent of the Company. The Company will permit a Customer to transfer its existing service to another entity if the existing Customer has paid all charges owed to the Company for regulated communications services. Such a transfer will be treated as a disconnection of existing service and installation of new service, and non-recurring installation charges as stated in this tariff will apply.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.3 Obligations of the Customer

2.3.1 General

The Customer shall be responsible for:

- (A) the payment of all applicable charges pursuant to this tariff;
- (B) damage to or loss of the Company's facilities or equipment caused by the acts or omissions of the Customer; or the noncompliance by the Customer, with these regulations; or by fire or theft or other casualty on the Customer Premises, unless caused by the negligence or willful misconduct of the employees or agents of the Company;
- (C) providing at no charge, as specified from time to time by the Company, any needed equipment, space and power to operate Company facilities and equipment installed on the premises of the Customer, and the level of heating and air conditioning necessary to maintain the proper operating environment on such premises;
- (D) obtaining, maintaining, and otherwise having full responsibility for all rights-of-way and conduit necessary for installation of fiber optic cable and associated equipment used to provide Communications Services to the Customer from the cable building entrance or property line to the location of the equipment space described in Section 2.3.1(C). Any and all costs associated with the obtaining and maintaining the rights-of-way described herein, including the costs of altering the structure to permit installation of the Company provided facilities, shall be borne entirely by, or may be charged by the Company, to the Customer. The Company may require the Customer to demonstrate its compliance with this section prior to accepting an order for service.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.3 Obligations of the Customer (Cont'd.)

2.3.1 General (cont'd.)

- (E) providing a safe place to work and complying with all laws and regulations regarding the working conditions on the premises at which Company employees and agents shall be installing or maintaining the Company's facilities and equipment. The Customer may be required to install and maintain Company facilities and equipment within a hazardous area if, in the Company's opinion, injury or damage to the Company employees or property might result from installation or maintenance by the Company. The Customer shall be responsible for identifying, monitoring, removing and disposing of any hazardous material (e.g., friable asbestos) prior to any construction or installation work;
- (F) complying with all laws and regulations applicable to, and obtaining all consents, approvals, licenses and permits as may be required with respect to, the location of Company facilities and equipment in any Customer premises or the rights-of-way for which Customer is responsible under Section 2.3.1(D); and granting or obtaining permission for Company agents or employees to enter the premises of the Customer at any time for the purpose of installing, inspecting, maintaining, repairing, or upon termination of service as stated herein, removing the facilities or equipment of the Company;
- (G) not creating or allowing to be placed any liens or other encumbrances on the Company's equipment or facilities; and
- (H) making Company facilities and equipment available periodically for maintenance purposes at a time agreeable to both the Company and the Customer. No allowance will be made for the period during which service is interrupted for such purposes.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.3 Obligations of the Customer (Cont'd.)

2.3.2 Liability of the Customer

- (A) The Customer will be liable for damages to the facilities of the Company and for all incidental and consequential damages caused by the negligent or intentional acts or omissions of the Customer, its officers, employees, agents, invites, or contractors where such acts or omissions are not the direct result of the Company's negligence or intentional misconduct.
- (B) To the extent caused by any negligent or intentional act of the Customer as described in (A), preceding, the Customer shall indemnify, defend and hold harmless the Company from and against all claims, actions, damages, liabilities, costs and expenses, including reasonable attorneys' fees, for (1) any loss, destruction or damage to property of any third party, and (2) any liability incurred by the Company to any third party pursuant to this or any other tariff of the Company, or otherwise, for any interruption of, interference to, or other defect in any service provided by the Company to such third party.
- (C) The Customer shall not assert any claim against any other Customer or user of the Company's services for damages resulting in whole or in part from or arising in connection with the furnishing of service under this tariff including but not limited to mistakes, omissions, interruptions, delays, errors or other defects or misrepresentations, whether or not such other Customer or user contributed in any way to the occurrence of the damages, unless such damages were caused solely by the negligent or intentional act or omission of the other Customer or user and not by any act or omission of the Company. Nothing in this tariff is intended either to limit or to expand Customer's right to assert any claims against third parties for damages of any nature other than those described in the preceding sentence.

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TNI0000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.4 Customer Equipment and Channels

2.4.1 General

A user may transmit or receive information or signals via the facilities of the Company. The Company's services are designed primarily for the transmission of voice-grade telephonic signals, except as otherwise stated in this tariff. A user may transmit any form of signal that is compatible with the Company's equipment, but the Company does not guarantee that its services will be suitable for purposes other than voice-grade telephonic communication except as specifically stated in this tariff.

2.4.2 Station Equipment

- (A) Terminal equipment on the user's premises and the electric power consumed by such equipment shall be provided by and maintained at the expense of the user. The user is responsible for the provision of wiring or cable to connect its terminal equipment to the Company MPOP.
- (B) The Customer is responsible for ensuring that Customer-provided equipment connected to Company equipment and facilities is compatible with such equipment and facilities. The magnitude and character of the voltages and currents impressed on Company-provided equipment and wiring by the connection, operation, or maintenance of such equipment and wiring shall be such as not to cause damage to the Company-provided equipment and wiring or injury to the Company's employees or to other persons. Any additional protective equipment required to prevent such damage or injury shall be provided by the Company at the Customer's expense, subject to prior Customer approval of the equipment expense.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.4 Customer Equipment and Channels, (Cont'd.)

2.4.3 Interconnection of Facilities

SECTION 2.4.3 IS AVAILABLE ONLY TO CARRIERS WHICH ARE CERTIFIED BY Tennessee Regulatory Authority TO PROVIDE INTRASTATE LOCAL EXCHANGE SERVICES.

- (A) Local Traffic Exchange provides the ability for another local exchange provider to terminate local traffic on the Company's network. In order to qualify for Local Traffic Exchange the call must: (a) be originated by an end user of a company that is authorized by the Tennessee Regulatory Authority to provide local exchange service; (b) originate and terminate within a local calling area of the Company.
- (B) Any special interface equipment necessary to achieve compatibility between the facilities and equipment of the Company used for furnishing Communications Services and the channels, facilities, or equipment of others shall be provided at the Customer's expense.
- (C) Communications Services may be connected to the services or facilities of other communications carriers only when authorized by, and in accordance with, the terms and conditions of the tariffs of the other communications carriers which are applicable to such connections.
- (D) Facilities furnished under this tariff may be connected to Customer provided terminal equipment in accordance with the provisions of this tariff. All such terminal equipment shall be registered by the Federal Communications Commission pursuant to Part 68 of Title 47, Code of Federal Regulations; and all user-provided wiring shall be installed and maintained in compliance with those regulations.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.4 Customer Equipment and Channels, (Cont'd.)

2.4.4 Inspections

- (A) Upon suitable notification to the Customer, and at a reasonable time, the Company may make such tests and inspections as may be necessary to determine that the Customer is complying with the requirements set forth in Section 2.4.2(B) for the installation, operation, and maintenance of Customer-provided facilities, equipment, and wiring in the connection of Customer-provided facilities and equipment to Company-owned facilities and equipment.
- (B) If the protective requirements for Customer-provided equipment are not being complied with, the Company may take such action as it deems necessary to protect its facilities, equipment, and personnel. The Company will notify the Customer promptly if there is any need for further corrective action. Within ten days of receiving this notice, the Customer must take this corrective action and notify the Company of the action taken. If the Customer fails to do this, the Company may take whatever additional action is deemed necessary, including the suspension of service, to protect its facilities, equipment and personnel from harm.
- (C) If harm to the Company's network, personnel or services is imminent, the Company reserves the right to shut down Customer's service immediately, with no prior notice required.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.5 Customer Deposits and Advance Payments

2.5.1 Advance Payments

To safeguard its interests, the Company may require a Customer to make an advance payment before services and facilities are furnished, where special construction is involved. The advance payment will not exceed an amount equal to the nonrecurring charge(s) and one (1) month's charges for the service or facilities. In addition, the advance payment may also include an amount equal to the estimated non-recurring charges for the special construction and recurring charges (if any) for a period to be set between the Company and the Customer. The advance payment will be credited to the Customer's initial bill. Advance payments do not accrue interest. An advance payment may be required in addition to a deposit.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.5 Customer Deposits and Advance Payments (Cont'd.)

2.5.2 Deposits

- (A) To safeguard its interests, the Company may require the Customer to make a deposit to be held as a guarantee for the payment of charges. A deposit may be required if the Customer's financial condition is not acceptable to the Company or is not a matter of general knowledge. A deposit does not relieve the Customer of the responsibility for the prompt payment of bills on presentation. The deposit will not exceed an amount equal to two and one-half twelfths of the estimated charge for the service for the ensuing twelve months. A deposit may be required in addition to an advance payment.
- (B) Upon discontinuance of service, the Company shall promptly and automatically refund the Customer's deposit plus accrued interest, or the balance, if any, in excess of the unpaid bills including any penalties assessed for service furnished by the Company.
- (C) Deposits will accrue interest annually at the rate of 7% per annum. Upon request of the Customer, accrued interest shall be annually credited to the Customer by deducting such interest from the amount of the next bill for service following the accrual date.
- (D) The Company shall annually and automatically refund the deposits of Customers who have paid bills for twelve consecutive months without having had service discontinued for nonpayment or had more than one occasion on which a bill was not paid within the period prescribed and are not then delinquent in payment.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.6 Payment Arrangements

2.6.1 Payment for Service

The Customer is responsible for the payment of all charges for facilities and services furnished by the Company to the Customer.

The Customer is responsible for the payment of federal excise taxes, state and local sales and use taxes and similar taxes imposed by governmental jurisdictions, all of which shall be separately designated on the Company's invoices. The Company will not separately charge for the Tennessee gross receipts tax on the Company's invoice for local services. Any taxes imposed by a local jurisdiction (e.g., county and municipal) will only be recovered from those Customers residing in the affected jurisdictions.

Certain telecommunications services, as defined in the Tennessee Code Annotated, are subject to state sales tax at the prevailing tax rates, if the services originate, or terminate in Tennessee, or both, and are charged to a subscriber's telephone number or account in Tennessee.

2.6.2 Billing and Collection of Charges

The Customer is responsible for payment of all charges incurred by the Customer or other users for services and facilities furnished to the Customer by the Company.

- (A) Non-recurring charges are due and payable within thirty (30) days after the date the invoice is mailed to the Customer by the Company.
- (B) The Company shall present invoices for recurring charges monthly to the Customer, in advance of the month in which service is provided, and recurring charges shall be due and payable within thirty (30) days after the date the invoice is mailed to the Customer by the Company. When billing is based upon Customer usage, usage charges will be billed monthly for the preceding billing period.
- (C) When service does not begin on the first day of the month, or end on the last day of the month, the charge for the fraction of the month in which service was furnished will be calculated on a pro rata basis. For this purpose, every month is considered to have thirty (30) days.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.6 Payment Arrangements, (Cont'd.)

2.6.2 Billing and Collection of Charges, (cont'd.)

- (D) Billing of the Customer by the Company will begin on the Service Commencement Date, which is the day on which the Company notifies the Customer that the service or facility is available for use, except that the Service Commencement Date may be postponed by mutual agreement of the parties, or if the service or facility does not conform to standards set forth in this tariff or the Service Order. Billing accrues through and includes the day that the service, circuit, arrangement or component is discontinued.
- (E) If any portion of the payment is not received by the Company within 30 days of receipt of the bill, or if any portion of the payment is received by the Company in funds which are not immediately available upon presentment, then a late payment charge of 1.5% per month shall be due to the Company. A late payment charge is not applicable to subsequent rebilling of any amount to which a late payment charge has already been applied. Late payment charges are to be applied without discrimination.
- (F) The Customer should notify the Company of any disputed items on an invoice within thirty (30) days of receipt of the invoice. If the Customer and the Company are unable to resolve the dispute to their mutual satisfaction, the Customer may file a complaint with the Tennessee Regulatory Authority in accordance with the Commission's rules of procedure. The address of the Commission is as follows:

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
- (G) If service is disconnected by the Company (in accordance with Section 2.6.3 following) and later re-installed, re-installation of service will be subject to all applicable installation charges. If service is suspended by the Company (in accordance with Section 2.6.3 following) and later restored, restoration of service will be subject to the rates in Section 4.3.2.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.6 Payment Arrangements, (Cont'd.)

2.6.3 Discontinuance of Service for Cause

The Company may discontinue service for the following reasons provided in this Section 2.6.3. Customers will be provided five (5) days written notice prior to discontinuance unless otherwise indicated.

Upon the Company's discontinuance of service to the Customer under Section 2.6.3(A) or 2.6.3(B), the Company, in addition to all other remedies that may be available to the Company at law or in equity or under any other provision of this tariff, may declare all future monthly and other charges which would have been payable by the Customer during the remainder of the term for which such services would have otherwise been provided to the Customer to be immediately due and payable (discounted to present value at six percent).

- (A) Upon nonpayment of any amounts owing to the Company, the Company may discontinue or suspend service without incurring any liability. No basic residential service shall be disconnected for nonpayment until at least 29 days from the date of the bill and only following proper written notification.
- (B) Upon violation of any of the other material terms or conditions for furnishing service the Company may, discontinue or suspend service without incurring any liability if such violation continues during that period.
- (C) Upon condemnation of any material portion of the facilities used by the Company to provide service to a Customer or if a casualty renders all or any material portion of such facilities inoperable beyond feasible repair, the Company, by notice to the Customer, may discontinue or suspend service without incurring any liability.
- (D) Upon any governmental prohibition or governmental required alteration of the services to be provided or any violation of an applicable law or regulation, the Company may immediately discontinue service without incurring any liability.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.6 Payment Arrangements, (Cont'd.)

2.6.3 Discontinuance of Service for Cause

- (E) Without notice in the event of fraudulent use of the Company's network. The Customer will be liable for all related costs. The Customer will also be responsible for payment of any reconnection charges.
- (F) Without notice in the event of Customer use of equipment or services in such a manner as to adversely affect the Company's service to others.
- (G) Without notice in the event of tampering with the equipment or services furnished by the Company.
- (H) The Customer is responsible for providing adequate access lines to enable the Company to terminate all 800 Service calls to the Customer's telephone equipment. Should the Customer have insufficient access lines on which to terminate 800 Service calls, the Company reserves the right to request the Customer to add additional lines for call terminations. If, after ninety (90) days, the Customer has not made the requested change, the Company, without incurring any liability, reserves the right to terminate the Customer's 800 Service, with thirty (30) days written notice.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.6 Payment Arrangements, (Cont'd.)

2.6.4 Notice to Company for Cancellation of Service

Customers desiring to terminate service shall provide the Company thirty (30) days written notice of desire to terminate service.

2.6.5 Cancellation of Application for Service

- (A) Where the Company permits the Customer to cancel an application for service prior to the start of service or prior to any special construction, no charges will be imposed except for those specified below.
- (B) Where, prior to cancellation by the Customer, the Company incurs any expenses in installing the service or in preparing to install the service that it otherwise would not have incurred, a charge equal to the costs the Company incurred, less net salvage, shall apply, but in no case shall this charge exceed the sum of the charge for the minimum period of services ordered, including installation charges, and all charges others levy against the Company that would have been chargeable to the Customer had service begun.
- (C) Where the Company incurs any expense in connection with special construction, or where special arrangements of facilities or equipment have begun, before the Company receives a cancellation notice, a charge equal to the costs incurred, less net salvage, may apply. In such cases, the charge will be based on such elements as the cost of the equipment, facilities, and material, the cost of installation, engineering, labor, and supervision, general and administrative expense, other disbursements, depreciation, maintenance, taxes, provision for return on investment, and any other costs associated with the special construction or arrangements.
- (D) The special charges described in 2.6.5(A) through 2.6.5(C) will be calculated and applied on a case-by-case basis.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.6 Payment Arrangements (Cont'd.)

2.6.6 Changes in Service Requested

If the Customer makes or requests material changes in circuit engineering, equipment specifications, service parameters, premises locations, or otherwise materially modifies any provision of the application for service, the Customer's installation fee shall be adjusted accordingly.

2.6.7 Bad Check Charge

A service charge of \$20.00 will be assessed in accordance with Tennessee law for all checks returned by a bank or other financial institution for: Insufficient or uncollected funds, closed account, apparent tampering, missing signature or endorsement, or any other insufficiency or discrepancy necessitating return of the instrument at the discretion of the drawee bank or other financial institution.

2.7 Allowances for Interruptions in Service

2.7.1 General

- (A) A credit allowance will be given when service is interrupted, except as specified in Section 2.7.2 following. A service is interrupted when it becomes inoperative to the Customer, e.g., the Customer is unable to transmit or receive, because of a failure of a component furnished by the Company under this tariff.
- (B) An interruption period begins when the Customer reports a service, facility or circuit to be inoperative and, if necessary, releases it for testing and repair. An interruption period ends when the service, facility or circuit is operative.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.7 Allowances for Interruptions in Service, (Cont'd.)

2.7.1 General (cont'd.)

- (C) If the Customer reports a service, facility or circuit to be interrupted but declines to release it for testing and repair, or refuses access to its premises for test and repair by the Company, the service, facility or circuit is considered to be impaired but not interrupted. No credit allowances will be made for a service, facility or circuit considered by the Company to be impaired.
- (D) The Customer shall be responsible for the payment of service charges as set forth herein for visits by the Company's agents or employees to the premises of the Customer when the service difficulty or trouble report results from the use of equipment or facilities provided by any party other than the Company, including but not limited to the Customer.

2.7.2 Limitations of Allowances

No credit allowance will be made for any interruption in service:

- (A) Due to the negligence of or noncompliance with the provisions of this tariff by any person or entity other than the Company, including but not limited to the Customer;
- (B) Due to the failure of power, equipment, systems, connections or services not provided by the Company;
- (C) Due to circumstances or causes beyond the reasonable control of the Company;
- (D) During any period in which the Company is not given full and free access to its facilities and equipment for the purposes of investigating and correcting interruptions;

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.7 Allowances for Interruptions in Service, (Cont'd.)

2.7.2 Limitations of Allowances

- (E) A service will not be deemed to be interrupted if a Customer continues to voluntarily make use of the such service. If the service is interrupted, the Customer can get a service credit, use another means of communications provided by the Company (pursuant to Section 2.7.3), or utilize another service provider;
- (F) During any period when the Customer has released service to the Company for maintenance purposes or for implementation of a Customer order for a change in service arrangements;
- (G) That occurs or continues due to the Customer's failure to authorize replacement of any element of special construction; and
- (H) That was not reported to the Company within thirty (30) days of the date that service was affected.

2.7.3 Use of Another Means of Communications

If the Customer elects to use another means of communications during the period of interruption, the Customer must pay the charges for the alternative service used.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.7 Allowances for Interruption in Service, (Cont'd.)

2.7.4 Application of Credits for Interruptions in Service

- (A) Credits for interruptions in service that is provided and billed on a flat rate basis for a minimum period of at least one month, beginning on the date that billing becomes effective, shall in no event exceed an amount equivalent to the proportionate charge to the Customer for the period of service during which the event that gave rise to the claim for a credit occurred. A credit allowance is applied on a pro rata basis against the rates specified hereunder and is dependent upon the length of the interruption. Only those facilities on the interrupted portion of the circuit will receive a credit.
- (B) For calculating credit allowances, every month is considered to have thirty (30) days.
- (C) A credit allowance will be given for interruptions of thirty (30) minutes or more. Two or more interruptions of fifteen (15) minutes or more during any one 24-hour period shall be combined into one cumulative interruption.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.7 Allowances for Interruption in Service, (Cont'd.)

2.7.4 Application of Credits for Interruptions in Service (cont'd.)

(D) Interruptions of 24 Hours or Less

Length of Interruption	Amount of Service To Be Credited
Less than 30 minutes	None
30 minutes up to but not including 3 hours	1/10 Day
3 hours up to but not including 6 hours	1/5 Day
6 hours up to but not including 9 hours	2/5 Day
9 hours up to but not including 12 hours	3/5 Day
12 hours up to but not including 15 hours	4/5 Day
15 hours up to but not including 24 hours	One Day

(E) Interruptions Over 24 Hours and Less Than 72 Hours

Interruptions over 24 hours and less than 72 hours will be credited 1/5 day for each 3-hour period or fraction thereof. No more than one full day's credit will be allowed for any period of 24 hours.

(F) Interruptions Over 72 Hours

Interruptions over 72 hours will be credited 2 days for each full 24-hour period. No more than thirty (30) days credit will be allowed for any one month period.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.7 Allowances for Interruption in Service, (Cont'd.)

2.7.5 Limitations on Allowances

No credit allowance will be made for:

- (A) interruptions due to the negligence of or noncompliance with the provisions of this tariff by the Customer, authorized user or joint user;
- (B) interruptions due to the negligence of any person other than the Company, including but not limited to the Customer;
- (C) interruptions of service during any period in which the Company is not given full access to its facilities and equipment for the purpose of investigating and correcting interruptions;
- (D) interruptions of service during a period in which the Customer continues to use the service on an impaired basis;
- (E) interruptions of service during any period when the Customer has released service to the Company for maintenance purposes or for implementation of a Customer order for a change in service arrangements;
- (F) interruption of service due to circumstances or causes beyond the reasonable control of Company; and
- (G) that occur or continue due to the Customer's failure to authorize replacement of any element of special construction.

2.7.6 Cancellation For Service Interruption

Cancellation or termination for service interruption is permitted only if any circuit experiences a single continuous outage of eight (8) hours or more or cumulative service credits equaling sixteen (16) hours in a continuous twelve (12) month period. The right to cancel service under this provision applies only to the single circuit which has been subject to the outage or cumulative service credits.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.8 Cancellation of Service/Termination Liability

If a Customer cancels a service order or terminates services before the completion of the term for any reason other than a service interruption (as defined in Section 2.7.6) or where the Company breaches the terms in the service contract, Customer may be requested by the Company to pay to Company termination liability charges, which are defined below. These charges shall become due and owing as of the effective date of the cancellation or termination and be payable within the period set forth in Section 2.6.2.

2.8.1 Termination Liability

Customer's termination liability for cancellation of service shall be equal to:

- (A) all unpaid non-recurring charges reasonably expended by Company to establish service to Customer, plus;
- (B) any disconnection, early cancellation or termination charges reasonably incurred and paid to third parties by Company on behalf of Customer, plus;
- (C) all recurring charges specified in the applicable Service Order for the balance of the then current term discounted at the prime rate announced in the Wall Street Journal on the third business day following the date of cancellation;
- (D) minus a reasonable allowance for costs avoided by the Company as a direct result of Customer's cancellation.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.9 Customer Liability for Unauthorized Use of the Network

Unauthorized use of the network occurs when a person or entity that does not have actual, apparent, or implied authority to use the network, obtains the Company's services provided under this tariff.

2.9.1 Customer Liability for Fraud and Unauthorized Use of the Network

- (A) The Customer is liable for the unauthorized use of the network obtained through the fraudulent use of a Company calling card, if such a card is offered by the Company, or an accepted credit card, provided that the unauthorized use occurs before the Company has been notified.
- (B) A Company calling card is a telephone calling card issued by the Company at the Customer's request, which enables the Customer or user(s) authorized by the Customer to place calls over the Network and to have the charges for such calls billed to the Customer's account.

An accepted credit card is any credit card that a cardholder has requested or applied for and received, or has signed, used, or authorized another person to use to obtain credit. Any credit card issued as a renewal or substitute in accordance with this paragraph is an accepted credit card when received by the cardholder.

- (C) The Customer must give the Company written or oral notice that an unauthorized use of a Company calling card or an accepted credit card has occurred or may occur as a result of loss, and/or theft.
- (D) The Customer is responsible for payment of all charges for calling card services furnished to the Customer or to users authorized by the Customer to use service provided under this tariff, unless due to the negligence of the Company. This responsibility is not changed due to any use, misuse, or abuse of the Customer's service or Customer-provided equipment by third parties, the Customer's employees, or the public.

The liability of the Customer for unauthorized use of the Network by credit card fraud will not exceed the lesser of fifty dollars (\$50.00) or the amount of money, property, labor, or services obtained by the unauthorized user before notification to the Company.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.10 Use of Customer's Service by Others

2.10.1 Resale and Sharing

SECTION 2.10.1 IS AVAILABLE ONLY TO CARRIERS WHICH ARE CERTIFIED BY THE TENNESSEE REGULATORY AUTHORITY TO PROVIDE INTRASTATE LOCAL EXCHANGE SERVICES

There are no prohibitions or limitations on the resale of services. Prices for services appear in the price sheet attached to this tariff. Any service provided under this tariff may be resold to or shared with other persons at the option of Customer, subject to compliance with any applicable laws, or Tennessee Regulatory Authority regulations governing such resale or sharing. The Customer remains solely responsible for all use of services ordered by it or billed to its telephone number(s) pursuant to this tariff, for determining who is authorized to use its services, and for notifying the Company of any unauthorized use.

2.10.2 Joint Use Arrangements

Joint use arrangements will be permitted for all services provided under this tariff. From each joint use arrangement, one member will be designated as the Customer responsible for the manner in which the joint use of the service will be allocated. The Company will accept orders to start, rearrange, relocate, or discontinue service only from the Customer. Without affecting the Customer's ultimate responsibility for payment of all charges for the service, each joint user shall be responsible for the payment of the charges billed to it.

2.11 Transfers and Assignments

Neither the Company nor the Customer may assign or transfer its rights or duties in connection with the services and facilities provided by the Company without the written consent of the other party, except that the Company may assign its rights and duties to a) any subsidiary, parent company or affiliate of the Company; b) pursuant to any sale or transfer of substantially all the assets of the Company; or c) pursuant to any financing, merger or reorganization of the Company.

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Houston, Texas 77079-1212

TN10000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.12 Notices and Communications

- 2.12.2** The Customer shall designate on the service order an address to which the Company shall mail or deliver all notices and other communications, except that Customer may also designate a separate address to which the Company's bills for service shall be mailed.
- 2.12.3** The Company shall designate on the service order an address to which the Customer shall mail or deliver all notices and other communications, except that Company may designate a separate address on each bill for service to which the Customer shall mail payment on that bill.
- 2.12.4** Except as otherwise stated in this tariff, all notices or other communications required to be given pursuant to this tariff will be in writing. Notices and other communications of either party, and all bills mailed by the Company, shall be presumed to have been delivered to the other party on the third business day following placement of the notice, communication or bill with the U.S. Mail or a private delivery service, prepaid and properly addressed, or when actually received or refused by the addressee, whichever occurs first.
- 2.12.5** The Company or the Customer shall advise the other party of any changes to the addresses designated for notices, other communications or billing, by following the procedures for giving notice set forth herein.

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TN10000

SECTION 3 - SERVICE AREAS

3.1 Exchange Service Areas

Local exchange services are provided, subject to availability of facilities and equipment, in areas currently served by the following Incumbent LECs: 1) BellSouth Telecommunications, Inc.

3.2 Rate Groups

Charges for local services provided by the Company may be based, in part, on the Rate Group associated with the Customers End Office. The Rate Group is determined by the total access lines and PBX trunks in the local calling area which can be reached from each End Office.

In the event that an Incumbent LEC or the Tennessee Regulatory Authority reclassifies an exchange or End Office from one Rate Group to another, the reclassification will also apply to One Source Customers who purchase services under this tariff. Local calling areas and Rate Group assignments are equivalent to those areas and groups specified in BellSouth Telecommunications, Inc. Tennessee General Subscriber Service Tariff ("GSST").

Rate Group	Exchange Access Lines and PBX Trunks In Local Calling Area - Upper Limit
1	up to 12,000
2	12,001 to 27,000
3	27,001 to 85,000
4	85,001 to 300,000
5	300,001 to 500,000
	Exceptions to the Calling Area Groups
1C	Cedar Grove Exchange
2B	Lyles Exchange
2C	Big Sandy Exchange
2D	Summertown Exchange
3B	Bulls Gap Exchange

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TNI0000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas

The rates specified in Section 7 entitle subscribers to access all stations bearing the central office designations of additional exchanges as shown following. The local calling area of the exchange in the left-hand column also includes the exchanges listed in the right-hand columns.

Exchange	BellSouth Exchanges	Other Independent Exchanges
Adams-Cedar Hill Rate Group 5	Cross Plains-Orlinda, Goodlettsville, Greenbrier, Nashville, Old Hickory, Springfield, White House	LaVergne (Davidson County subscriber only), Nolensville (Davidson County subscribers only)
Arlington Rate Group 5	Collierville, Covington, LaGrange, Memphis, Somerville, West Whiteville and also including Tennessee subscriber in Moscow	Drummonds, Mason, Millington, Munford, Rosemark, Shelby Forest
Ashland City Rate Group 5	Goodlettsville, Nashville, Old Hickory, Pleasant View	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
Athens Rate Group 2	Charleston, Decatur, Etowah	Englewood, Niota, Riceville
Bean Station Rate Group 4	Bulls Gap, Knoxville, Mascot- Strawberry Plains, Morristown, Solway	Concord, Halts Crossroads, Powell, Rutledge, Tate Springs, Washburn
Bells Rate Group 1		Alamo, Friendship, Maury City
Bent Creek Rate Group 4	Chestnut Hill, Concord, Knoxville, Mascot-Strawberry Plains, Newport,, Solway, including those stations located in Waterville, North Carolina and vicinity which are a part of the Newport exchange	Halls Crossroads, Powell

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Houston, Texas 77079-1212

TNI0000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Benton Rate Group 3	Cleveland, also including those stations located in Tennega, Georgia, and vicinity which are a part of the Benton exchange; Copper Basin, Georgetown.	
Bethel Springs Rate Group 1	Selmar	Adamsville, Milledgeville (687-XX numbers)
Big Sandy Rate Group 2C	Camden, Paris	
Blanche Rate Group 2	Fayetteville, Flintville, Petersburg	McBurg ¹ , TN, and Ardmore ¹ , AL, including those stations in Ardmore ¹ , TN, and vicinity which are a part of the Ardmore ¹ , AL exchange.
Bolivar Rate Group 1	Grand Junction, Middleton, West Whiteville, Whiteville	
Brownsville Rate Group 1		Stanton
Bulls Gap Rate Group 3B	Bean Station, Morristown, Rogersville, Surgoinsville	Greenville, Mosheim
Camden Rate Group 1	Big Sandy	
Carthage Rate Group 1		Chestnut Mound, Defeated, Gordonsville, Highland, Pleasant Shade
Cedar Grove Rate Group 1C	Huntingdon, McKenzie	Atwood, Bruceton, Trezevant
Centerville Rate Group 1	Lyles, Spencer Mill	

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Charleston Rate Group 4	Athens, Cleveland, Etowah, Georgetown, Soddy-Daisy. Also including Tennessee subscribers in Chattanooga.	Apison, Collegedale, Englewood, Niota, Ooltewah, Riceville
Charlotte Rate Group 5	Dickson, Goodlettsville, Kingston Springs, Lyles, Nashville, Old Hickory, Vanleer, West Vanleer, White Bluff	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
Chattanooga Rate Group 4 Tennessee Exch.'s	Charleston, Cleveland, Dayton. Decatur, Georgetown, Jasper, Soddy-Daisy, South Pittsburg, Spring City, Whitwell	Apison, College Station, Collegedale, Dunlap, Fall Creek Falls, Nine Mile, Ooltewah, Pikeville
Georgia Exch.'s		Chickamauga, High Point, Kensington, LaFayette, Noble, Ringgold, Rising Fawn, Rossville. Trenton, Villanow, WestBrow
Chestnut Hill Rate Group 4	Bent Creek, Knoxville, Maccot- Strawberry Plains, Newport, Solway. including those stations located in Waterville, North Carolina and vicinity which are a part of the Newport exchange.	Concord, Halls Crossroads, Powell
Clarksville Rate Group 3	Cunningham, East Sango, Fredonia, Palmyra. Sango. South Cunningham, South Fredonia. Oak Grove, KY including those stations located in South Oak Grove, TN and vicinity which are a part of Oak Grove, KY	

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Cleveland Rate Group 4	Benton, Charleston, Chattanooga, Soddy-Daisy	Apison, Collegedale, Ooltewah
Clinton Rate Group 4	Knoxville, Lake City, Mascot- Strawberry Plains, Norris, Oak Ridge, Oliver Springs, Solway.	Claxton, Concord, Halls Crossroads, Powell
Collierville Rate Group 5	Arlington, Memphis, West Whiteville, also including those stations located in Mt. Pleasant, MS and vicinity which are a part of the Collierville exchange. Tennessee subscribers also receive local calling to Covington, LaGrange, Moscow and Somerville	Millington, Rosemark, Shelby Forest. Tennessee subscribers also receive local calling to Drummonds, Mason and Munford
Columbia Rate Group 2	Culleoka, Hampshire, Mt. Pleasant, North Spring Hill, Santa Fe, Spring Hill, Summertown, Williamsport	
Copper Basin Rate Group 1	Benton including those stations located in McCaysville, GA, and Liberty, NC. and vicinity, which are a part of the Copper Basin exchange	Blue Ridge, Dial and Lakewood, GA

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Covington Rate Group 5	Arlington. Also including Tennessee subscribers in Collierville and Memphis.	Drummonds, Mason (Tipton County subscribers), Millington, Munford, Rosemark, Shelby, Forest.
Cross Plains-Orlinda Rate Group 5	Adams-Cedar Hill, Goodlettsville, Greenbrier, Nashville, Old Hickory, Springfield, White House.	LaVergne (Davidson County subscribers only), Nolensville, (Davidson County subscribers only)
Culleoka Rate Group 2	Columbia, Hampshire, Mt. Pleasant, North Spring Hill, Santa Fe, Spring Hill, Williamsport.	
Cumberland City Rate Group 1	Dover	
Cumberland Gap Rate Group 2	New Tazewell (TN), Sharps Chapel (TN), Middlesboro (KY), also including those stations located in Fork Ridge, (TN), which are a part of the Middlesboro (KY) exchange.	Cumberland Gap (VA)
Cunningham Rate Group 3	Clarksville, East Sango, Fredonia, Palmyra, Sango, South Cunningham, South Fredonia, and Oak Grove (KY) including those stations located in South Oak Grove (TN) and vicinity which are a part of the Oak Grove (KY) exchange.	
Dandridge Rate Group 4	Jefferson City, Knoxville, Mascot-Strawberry Plains, Solway, White Pine	Concord, Halls Crossroads, Powell

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Dayton Rate Group 4	Chattanooga (TN subscribers only), Georgetown, Soddy-Daisy, Spring City (TN subscribers only)	Apison, Collegedale, Ooltewah,
Decatur Rate Group 4	Athens, Chattanooga (TN subscribers only), Georgetown, Soddy-Daisy (TN subscribers only)	Apison, Collegedale, Ooltewah
Dickson Rate Group 5	Charlotte, Goodlettsville, Kingston Springs, Lyles, Nashville, Old Hickory, Spencer Mill, Vanleer, West Manlier, White Bluff	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
Dover Rate Group 1	Cumberland City	
Dyer Rate Group 2	Gibson, Humboldt, Kenton, Medina, Milan, Trenton	Bradford, Brazil, Rutherford, Yorkville
Dyersburg Rate Group 2	Newbern	Trimble
Eagleville Rate Group 5	Goodlettsville, Murfreesboro, Nashville, Old Hickory, Smyrna	Fosterville (Rutherford County subscribers only), LaVergne, Nolensville (Davidson County subscribers only)
East Sango Rate Group 5	Clarksville, Cunningham, Fredonia, Goodlettsville, Nashville, Old Hickory, Palmyra, Sango, South Cunningham, South Fredonia and Oak Grove (KY), including those stations located in South Oak Grove (TN), and vicinity which are a part of the Oak Grove (KY) exchange	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only),

Issue Date: August 7, 2001

Effective Date:

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Houston, Texas 77079-1212

TNI0000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Elkton Rate Group 1	Lynnville, Pulaski	Minor Hill and Ardmore, (AL), including those stations in Ardmore (TN), which are a part of the Ardmore (AL) exchange.
Etowah Rate Group 2	Athens, Charleston	Englewood, Niota, Riceville
Fairview Rate Group 5	Franklin, Goodlettsville, Nashville, Old Hickory, Triune	College Grove, LaVergne (Davidson County subscribers only), Nolensville
Fayetteville Rate Group 1	Blanche, Flintville, Petersburg	McBurg,
Flintville Rate Group 1	Blanche, Fayetteville, Petersburg	McBurg,
Fork Ridge Rate Group 2	Cumberland Gap (TN), Cumberland Gap (VA), Pineville (KY) and all stations in Middlesboro (KY) of which Fork Ridge is a part	
Franklin Rate Group 5	Fairview, Goodlettsville, Nashville, Old Hickory, Triune	College Grove, LaVergne (Davidson County subscribers only), Nolensville
Fredonia Rate Group 3	Clarksville, Cunningham, East Sango, Palmyra, Sango, South Cunningham, South Fredonia and Oak Grove (KY), including those stations located in South Oak Grove (TN) and vicinity which are a part of the Oak Grove (KY) exchange.	

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Houston, Texas 77079-1212

TNI0000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Gallatin Rate Group 5	Goodlettsville, Hendersonville, Nashville, Old Hickory, Portland, Westmoreland, White House	Bethpage, LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only), Oak Grove
Gatlinburg Rate Group 4	Knoxville, Mascot-Strawberry Plains, Sevierville, Solway	Concord, Halls Crossroads, Powell
Georgetown Rate Group 4	Benton, Charleston, Chattanooga, Cleveland, Dayton, Decatur, Jasper, Ooltewah, Soddy-Daisy, South Pittsburg, Spring City, Whitwell	Apison, Collegedale, Ooltewah
Gibson Rate Group 2	Dyer, Humboldt, Medina, Milan, Trenton	Bradford, Brazil Rutherford, Yorkville
Gleason Rate Group 1	Greenfield	Dresden', Latharn', Martin', Palmersville', Sharon', Sidonia'
Goodlettsville Rate Group 5	Adams-Cedar Hill, Ashland City, Charlotte, Cross Plains-Orlinda, Dickson, Eagleville, East Sango, Fairview, Franklin, Gallatin, Greenbriar, Hendersonville, Kingston Springs, Lebanon, Murfreesboro, Nashville, North Spring Hill, Old Hickory, Pleasant View, Portland, Smyrna, South Cunningham, South Fredonia, Spencer Mill, Springfield, Triune, Vanleer, Watertown, West Vanleer, White Bluff, White House	Alexandria (Wilson County subscribers only), Auburntown (Wilson County subscribers only), College Grove, Fosterville (Rutherford County subscribers only), LaVergne, Liberty (Wilson County subscribers only), Milton, Mt. Juliet, Nolensville, Norene, Woodbury (Rutherford County subscribers only)

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Houston, Texas 77079-1212

TNI0000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Grand Junction Rate Group 1	Bolivar, LaGrange, Middleton, West Whitevill, Whiteville, also including those stations located in Michigan City (MS), and vicinity which are a part of the Grand Junction exchange	
Greenback Rate Group 4	Knoxville, Lenoir City, Loudon, Maryville, Mascot-Strawberry Plains, Solway	Concord, Halls Crossroads, Powell
Greenbrier Rate Group 5	Adams-Cedar Hill, Cross Plains- Orlinda, Goodlettsville, Nashville, Old Hickory, Springfield, White House	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
Greenfield Rate Group 1	Gleason	Dresden, Latham, Martin, Palmersville, Sharon, Sidonia
Halls Rate Group 1	Henning, Ripley	

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Hampshire Rate Group 2	Columbia, Culleoka, Mt. Pleasant, North Spring Hill, Santa Fe, Spring Hill, Williamsport	
Harriman Rate Group 4	Kingston, Knoxville, Mascot- Strawberry Plains, Oliver Springs, Rockwood, Solway	Concord, Halls Crossroads, Oakdale, Powell
Hartsville Rate Group 1		Green Grove, Hillsdale
Henderson Rate Group 1		Milledgeville (688-xxxx numbers)
Hendersonville Rate Group 5	Gallatin, Goodlettsville, Nashville, Old Hickory, Portland, White House	LaVergne (Davidson County subscribers only), Nolensville' (Davidson County subscribers only)
Henning Rate Group 1	Halls, Ripley	
Hohenwald Rate Group 1		
Hornbeak Rate Group 1	Kenton, Troy, Union City	
Humboldt Rate Group 2	Dyer, Gibson, Medina, Milan, Trenton	Bradford, Brazil, Rutherford, Yorkville
Huntingdon Rate Group 2	Cedar Grove, McKenzie	Atwood, Bruceton, Trezevant

Issue Date: August 7, 2001

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Huntland Rate Group 1	Sewanee, Winchester, also including those stations located in Francisco (AL), and vicinity, which are a part of the Huntland (TN) exchange.	Estill Springs
Jackson Rate Group 3		
Jasper Rate Group 4	Chattanooga (TN subscribers only), Georgetown, Soddy-Daisy, South Pittsburg, Whitwell (TN subscribers only)	Apison, Collegedale, Ooltewah
Jefferson City Rate Group 4	Dandridge, Knoxville, Mascot-Strawberry Plains, Solway, White Pine	Concord, Halls Crossroads, Powell
Jellico Rate Group 3	LaFollette, Corbin (KY) and Williamsburg (KY) also including those stations located in Jellico (KY), and vicinity which are a part of the Jellico (TN) exchange	
Kenton Rate Group 2	Dyer, Hombeak, Trenton, Troy, Union City	Mason Hall, Rutherford
Kingston Rate Group 4	Harriman, Knoxville, Mascot-Strawberry Plains, Oliver Springs, Rockwood, Solway	Concord, Halls Crossroads, Powell

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 1250 Wood Branch Park Drive, 6th Floor
 Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Kingston Springs Rate Group 5	Charlotte, Dickson, Goodlettsville, Lyles, Nashville, Old Hickory, Spencer Mill, Vanleer, West Vanleer, White Bluff	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
Knoxville Rate Group 4	Bean Station, Bent Creek, Chestnut Hill, Clinton, Dandridge, Gatlinburg, Greenback, Harriman, Jefferson City, Kingston, Lake City, Lenoir City, Loudon, Maryville, Mascot-Strawberry Plains, Maynardville, Norris, Oak Ridge, Oliver Springs, Rockwood, Sevierville, Solway, West Sweetwater, White Pine	Claxton, Concord, Halls Crossroads, Powell, Rutledge, Sharps Chapel, Tate Springs, Washburn
LaFollette Rate Group 2	Jellico	
LaGrange Rate Group 5	Arlington, Collierville, Grand Junction, Memphis (TN subscribers only), Moscow, and Somerville	Millington, Rosemark, Shelby Forest

Issue Date: August 7, 2001

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Lake City Rate Group 4	Clinton, Knoxville, Mascot- Strawberry Plains, Norris, Oak Ridge, Oliver Springs, Solway	Claxton Concord, Halls Crossroads, Powell
Lawrenceburg Rate Group 2	Summertown	Ethridge, Five Points, Leoma, Loretto, St. Joseph
Lebanon Rate Group 5	Goodlettsville, Nashville, Old Hickory, Watertown	LaVergne (Davidson County subscribers only), Mt. Juliet, Nolensville (Davidson County subscribers only), Norene
Lenoir City Rate Group 4	Greenback, Knoxville, Loudon, Mascot-Strawberry Plains, Solway	Concord, Halls Crossroads, Powell
Lewisburg Rate Group 1	Petersburg	Belfast, Chapel Hill, Cornersville

Issue Date: August 7, 2001

Effective Date:

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Lexington Rate Group 1		Parsons, Sardis, Scotts Hill
Loudon Rate Group 4	Greenback, Knoxville, Lenoir City, Solway, Mascot-Strawberry Plains	Concord, Halls Crossroads, Powell
Lyles Rate Group 2B	Centerville, Charlotte, Dickson, Kingston Springs, Spencer Mill, Vanleer, West Vanleer, White Bluff	
Lynchburg Rate Group 1		
Lynnville Rate Group 1	Elkton, Pulaski	Minor Hill
Madisonville Rate Group 1	Sweetwater, West Sweetwater	Ball Play, Coker Creek, Tellico Plains, Vonore
Manchester Rate Group 2	Tulahoma	Beech Grove, Hillsboro, Pelham
Maryville Rate Group 4	Greenback, Knoxville, Mascot- Strawberry, Plains, Solway	Concord, Halls Crossroads, Powell
Mascot-Strawberry Plains Rate Group 4	Bean Station, Bent Creek, Chestnut Hill, Clinton, Dandridge, Gatlinburg, Greenback, Harriman, Jefferson City, Kingston, Knoxville, Lake City, Lenoir City, Loudon, Maryville, Maynardville, Norris, Oak Ridge, Oliver Springs, Rockwood, Sevierville,, Solway, West Sweetwater, White Pine	Claxton, Concord, Halls Crossroads, Powell, Rutledge, Sharps Chapel, Tate Springs, Washburn

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Houston, Texas 77079-1212

TNI0000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Maynardville Rate Group 4	Knoxville, Mascot-Strawberry Plains, Solway	Concord, Halls Crossroads, Powell, Sharps Chapel
McEwen Rate Group 1	Waverly	New Johnsonville
McKenzie Rate Group 1	Cedar Grove, Huntingdon	Atwood, Bruceton, Henry, Trezevant
Medina Rate Group 2	Dyer, Gibson, Humboldt, Milan, Trenton	Bradford, Brazil, Rutherford, Yorkville
Memphis Rate Group 5 Tennessee Exch.'s	Covington, LaGrange, Moscow, Arlington, Collierville, Whiteville and Somerville	Drummonds, Mason, Munford, Millington, Rosemark, Shelby Forest
Arkansas Exch.'s	Marion, and West Memphis	
Michie Rate Group 4	Rienzi, MS and all stations in Corinth, MS of which Michie is a part	
Middleton Rate Group 1	Bolivar, Grand Junction, West Whiteville, Whiteville	
Milan Rate Group 2	Dyer, Gibson, Humboldt, Medina, Trenton	Atwood, Bradford, Brazil Rutherford, Yorkville
Morristown Rate Group 2	Bean Station, Bulls Gap	
Moscow Rate Group 5	LaGrange, Somerville, also including those stations located in South Moscow (MS) and vicinity which are a part of the Moscow exchange. Tennessee subscribers also receive local calling to Arlington, Collierville, So. Moscow, MS and Memphis.	Millington, Rosemark, Shelby Forest

Issue Date: August 7, 2001

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Issued by:

Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Mount Pleasant Rate Group 2	Columbia, Culleoka, Hampshire, North Spring Hill, Santa Fe, Spring Hill, Summertown, Williamsport	
Murfreesboro Rate Group 5	Eagleville, Goodlettsville, Nashville, Old Hickory, Smyrna	Milton, Fosterville (Rutherford County subscribers only), LaVergne, Nolensville, (Davidson County subscribers only), Woodbury*, Woodland*
Nashville Rate Group 5	Adams-Cedar Hill, Alexandria* (Wilson County subscribers only) Ashland City, Aubumtown* (Wilson County subscribers only), Charlotte, College Grove*, Cross Plains-Orlinda, Dickson, Eagleville, East Sango, Fairview, Fosterville* (Rutherford County subscribers only), Franklin, Gallatin, Goodlettsville, Greenbriar, Hendersonville, Kingston Springs, LaVergne*, Lebanon, Liberty* (Wilson County subscribers only), Milton*, Mt. Juliet*, Murfreesboro, Nolensville*, Norene*, North Spring Hill, Old Hickory, Pleasant View, Portland, Smyrna, South Cunningham, South Fredonia, Spencer Mill, Springfield, Triune, Vanleer, Watertown, West Vanleer, White Bluff, White House, Woodbury* (Rutherford County subscribers only)	
Newbern Rate Group 2	Dyersburg	Yorkville, Trimble
Newport Rate Group 1	Bent Creek, Chestnut Hill, including those stations located in Waterville (NC) and vicinity which are a part of the Newport exchange	
Normandy Rate Group 2	Shelbyville, Tullahoma, Wartrace	Flat Creek, Fosterville (Bedford County subscribers only), Unionville

* indicates Independent

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Houston, Texas 77079-1212

TNI0000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Norris Rate Group 4	Clinton, Knoxville, Lake City, Mascot-Strawberry Plains, Oak Ridge, Oliver Springs, Solway	Claxton, Concord, Halls Crossroads, Powell
North Spring Hill Rate Group 5	Columbia, Culleoka, Goodlettsville, Mt. Pleasant, Nashville, Old Hickory, Santa Fe, Spring Hill, Williamsport, Hampshire	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
Oak Ridge Rate Group 4	Clinton, Knoxville, Lake City, Mascot-Strawberry Plains, Norris, Oliver Springs, Solway	Claxton, Concord, Halls Crossroads, Powell
Old Hickory Rate Group 5	Adams-Cedar Hill, Ashland City, Charlotte, Cross Plains-Orlinda, Dickson, Eagleville, East Sango, Fairview, Franklin, Gallatin, Goodlettsville, Greenbriar, Hendersonville, Kingston Springs, Lebanon, Murfreesboro, Nashville, North Spring Hill, Pleasant View, Portland, Smyrna, South Cunningham, South Fredonia, Spencer Mill, Springfield, Triune, Vaoleer, Watertown, West Vanleer, White Bluff, White House	Alexandria (Wilson County subscribers only), Auburntown (Wilson County subscribers only), College Grove, Fosterville (Rutherford County subscribers only), LaVergne, Liberty (Wilson County subscribers only), Milton, Mt. Juliet, Nolensville, Norene, Woodbury (Rutherford County subscribers only)
Oliver Springs Rate Group 4	Clinton, Harriman, Kingston, Knoxville, Lake City, Mascot-Strawberry Plains, Norris, Oak Ridge, Rockwood, Solway	Claxton, Concord, Halls Crossroads, Powell

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Palmyra Rate Group 3	Clarksville, Cunningham, East Sango, Fredonia, Sango, South Cunoingham, South Fredonia, and Oak Grove (KY) including those stations located in South Oak Grove (TN), and vicinity which are a part of the Oak Grove (KY) exchange	
Paris Rate Group 2	Big Sandy	Cottage Grove, Henry, Puryear
Petersburg Rate Group 1	Blanche, Fayetteville, Flintville, Lewisburg	Belfast, Chapel Hill, Cornersville, McBurg

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Houston, Texas 77079-1212

TNI0000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Pleasant View Rate Group 5	Ashland City, Goodlettsville, Nashville, Old Hickory	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
Portland Rate Group 5	Gallatin, Goodlettsville, Hendersonville, Nashville, Old Hickory, White House	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only), Oak Grove
Pulaski Rate Group 1	Elkton, Lynnville also including those stations located in Veto (AL) and vicinity which are a part of the Pulaski exchange	Minor Hill,
Ridgely Rate Group 1	Tiptonville	
Ripley Rate Group 1	Halls, Henning	
Rockwood Rate Group 1	Harriman, Kingston, Knoxville, Mascot-Strawberry Plains, Oliver Springs, Solway	Concord, Halls Crossroads, Powell
Rogersville Rate Group 1	Bulls Gap, Surgoinsville	

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Sango Rate Group 3	Clarksville, Cunningham, East Sango, Fredonia, Palmyra, South Cunningham, South Fredonia and Oak Grove (KY) including those stations located in South Oak Grove (TN) and vicinity which are a part of the Oak Grove (KY) exchange.	
Santa Fe Rate Group 2	Columbia, Culleoka, Hampshire, Mt. Pleasant, North Spring Hill, Spring Hill, Williamsport.	
Savannah Rate Group 1		Adamsville, Milledgeville (687-XXXX numbers) and Shiloh including those stations in Yellow Creek (MS) and vicinity which are a part of the Shiloh exchange.
Selmer Rate Group 1	Bethel Springs	Adamsville, Milledgeville (687-XXXX numbers)
Sevierville Rate Group 4	Gatlinburg, Knoxville, Mascot-Strawberry Plains, Solway	Concord, Halls Crossroads, Powell
Sewanee Rate Group 1	Huntland, Winchester	Estill Springs
Shelbyville Rate Group 1	Normandy, Wartrace	Beech Grove, Flat Creek, Fosterville (Bedford County subscribers only), Unionville
Smyrna Rate Group 5	Eagleville, Goodlettsville, Murfreesboro, Nashville, Old Hickory	Fosterville, LaVergne, Nolensville (Davidson County subscribers only)
Sneedville Rate Group 1		

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Soddy-Daisy Rate Group 4	Charleston, Chattanooga, Cleveland, Dayton, Decatur, Georgetown, Jasper, South Pittsburg, Spring City, Whitwell	Apison, Collegedale, College Station, Dunlap, Fall Creek Falls, Nine Mile, Ooltewah, Pikeville
Solway Rate Group 4	Bean Station, Bent Creek, Chestnut Hill, Clinton, Dandridge, Gatlinburg, Greenback, Harriman, Jefferson City, Kingston, Knoxville, Lake City, Lenoir City, Loudon, Maryville, Mascot- Strawberry Plains, Maynardville, Norris, Oak Ridge, Oliver Springs, Rockwood, Sevierville, West Sweetwater, White Pine	Claxton, Concord, Halls Crossroads, Powell, Rutledge, Sharps Chapel, Washburn, Tate Springs
Somerville Rate Group 5	Arlington, Collierville (TN subscribers only), LaGrange, Memphis, Moscow	Mason (certain subscribers in Fayette County only), Millington, Rosemark, Shelby Forest
South Cunningham Rate Group 5	Clarksville, Cunningham, East Sango, Fredonia, Goodlettsville, Nashville, Old Hickory, Palmyra Sango, So Fredonia and Oak Grove (KY), including those stations located in South Oak Grove, (TN) and vicinity which are a part of the Oak Grove (KY) exchange	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
South Fredonia Rate Group 5	Clarksville, Cunningham, East Sango, Fredonia, Goodlettsville, Nashville, Old Hickory, Palmyra Sango, South Cunningham (TN) and Oak Grove (KY), including those stations located in South Oak Grove (TN) and vicinity which are a part of the Oak Grove (KY) exchange	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
South Fulton Rate Group 1	Cayce, Hickman or Water Valley, Kentucky and all stations in South Fulton (TN) and Fulton (KY), bearing the designation of a central office of the Fulton (KY) exchange of which South Fulton is a part	
South Guthrie Rate Group 1	Elkton, Sharon Grove, Trenton (KY) and all stations in Guthrie (KY) bearing the designation of a central office of the Guthrie (KY) exchange of which South Guthrie is a part	

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
South Oak Grove Rate Group 4	Clarksville, Cunningham, East Sango, Fredonia Palmyra, Sango, South Cunningham, South Fredonia (TN) and Bluff Springs, Crofton, Gracey, Hopkinsville, Layette or Pembroke (KY) and all stations in Oak Grove (KY) bearing the designation of a central office of the Oak Grove (KY) exchange of which South Oak Grove is a part	
South Pittsburg Rate Group 4	Chattanooga, (TN subscribers only), Georgetown, Jasper, Soddy-Daisy, Whitwell	Apison, Collegedale, Ooltewah
Spencer Mill Rate Group 5	Centerville, Charlotte, Dickson, Goodlettsville, Kingston Springs, Lyles, Nashville, Old Hickory, Vanleer, West Vanleer, White Bluff	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
Spring City Rate Group 4	Chattanooga (TN subscribers only), Dayton, Georgetown, Soddy-Daisy	Apison, Collegedale, Ooltewah
Springfield Rate Group 5	Adams-Cedar Hill, Cross Plains-Orlinda, Goodlettsville, Greenbrier, Nashville, Old Hickory, White House	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
Spring Hill Rate Group 2	Columbia, Culleoka, Hampshire, Mt. Pleasant, North Spring Hill, Santa Fe, Williamsport	
Summertown Rate Group 2D	Columbia, Lawrenceburg, Mt. Pleasant	Ethridge, Leoma, Loretto, St. Joseph

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Surgoinsville Rate Group 1	Bulls Gap, Rogersville	
Sweetwater Rate Group 1	Madisonville, West Sweetwater	Ball Play, Coker Creek, Tellico Plains, Vonore
Tiptonville Rate Group 1	Ridgely, also including those stations located in Bessie Bend (KY), which are a part of the Tiptonville exchange	
Trenton Rate Group 2	Dyer, Gibson, Humboldt, Kenton, Medina, Milan	Bradford, Brazil, Rutherford, Yorkville
Triune Rate Group 5	Fairview, Franklin, Goodlettsville, Nashville, Old Hickory	College Grove, LaVergne (Davidson County subscribers only), Nolensville
Troy Rate Group 1	Hornbeak, Kenton, Union City	
Tullahoma Rate Group 2	Manchester, Normandy	Hillsboro, Pelham
Union City Rate Group 1	Hornbeak, Kenton, Troy (TN), also including those stations located in Jordan, (KY), and vicinity which are a part of the Union City exchange	Mason Hall
Vanleer Rate Group 5	Charlotte, Dickson, Goodlettsville, Kingston Springs, Lyles, Nashville, Old Hickory, Spencer Mill, White Bluff	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
Wartrace Rate Group 1	Normandy, Shelbyville	Beech Grove, Flat Creek, Fosterville (Bedford County subscribers only), Unionville

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Houston, Texas 77079-1212

TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Watertown Rate Group 5	Goodlettsville, Lebanon, Nashville, Old Hickory	LaVergne (Davidson County subscribers only), Nolensville Mt. Juliet, (Davidson County subscribers only), Norene
Waverly Rate Group 1	McEwen	New Johnsonville
West Sweetwater Rate Group 4	Knoxville, Madisonville, Mascot- Strawberry Plains, Sweetwater, Solway	Ball Play, Coker Creek, Concord, Halls Crossroads, Powell, Tellico Plains, Vonore
West Vanleer Rate Group 5	Charlotte, Dickson, Goodlettsville, Kingston Springs, Lyles, Nashville, Old Hickory, Spencer Mill, White Bluff	Erin, LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only), Tennessee Ridge
West Whiteville Rate Group 5	Arlington, Bolivar, Collierville, Grand Junction, Memphis, Middleton, Whiteville	Millington, Rosemark, Shelby Forest
White Bluff Rate Group 5	Charlotte, Dickson, Goodlettsville, Kingston Springs, Lyles, Nashville, Old Hickory, Spencer Mill, Vanleer, West Vanleer	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
White House Rate Group 5	Adams-Cedar Hill, Cross Plains- Orlinda, Gallatin, Goodlettsville, Greenbrier, Hendersonville, Nashville, Old Hickory, Portland, Springfield	LaVergne (Davidson County subscribers only), Nolensville (Davidson County subscribers only)
White Pine Rate Group 4	Dandridge, Jefferson City, Knoxville Mascot-Strawberry Plains, Solway	Concord, Halls Crossroads, Powell
Whiteville Rate Group 1	Bolivar, Grand Junction, Middleton, West Whiteville	

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Houston, Texas 77079-1212

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SECTION 3 - SERVICE AREAS, (CONT'D.)

3.3 Local Calling Areas, (Cont'd.)

Exchange	BellSouth Exchanges	Other Independent Exchanges
Whitwell Rate Group 4	Chattanooga (TN subscribers only), Georgetown, Jasper, Soddy-Daisy, South Pittsburg	Apison, Collegedale, Ooltewah
Williamsport Rate Group 2	Columbia, Culleoka, Hampshire, Mt. Pleasant, North Spring Hill, Santa Fe, Spring Hill	
Winchester Rate Group 1	Huntland, Sewanee	Estill Springs

3.4 County-Wide Calling

In addition to the local calling areas as described in Section 3.3, toll free calling on a (1+) or (0+) basis is provided between all local exchange service located within the same county. Toll charges will be eliminated on these calls; however, these calls will be rated and charged as local calls for customers who subscribe to a local usage based pricing option. On operator assisted calls, appropriate local operator service charges will apply. Intracounty toll calls that terminate to a Local Exchange Company that is not participating in County-Wide Calling will be rated at appropriate toll charges.

This service will be provided to subscribers moving into designated fringe areas a maximum of 30 days will be required to provide this service.

3.4.1 Non applicable calls

These additional local calling areas are not provided to the following:

- (A) Sent paid Customer-Provided Public Telephone Service
- (B) Outward Wide Area Telecommunications Service (WATS) and 800 Service
- (C) Originating Cellular Service
- (D) Quoted Charges
- (E) Foreign Exchange
- (F) Remote Call Forwarding

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Houston, Texas 77079-1212

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SECTION 8 - DIRECTORY ASSISTANCE AND LISTING SERVICES

8.1 Directory Listings, (Cont'd.)

8.1.2 Composition of Listings, (cont'd.)

(B) Designation

The purpose of a business designation is to identify the listed party and not to advertise the business. No designation of the nature of the business is included if this is sufficiently indicated by the name. Where a listed party is engaged in more than one general line of business, one additional business designation may be included in the listing when necessary to identify the listed party. When a listed party has two or more listed telephone numbers or two or more business addresses, designations indicating the branches of the organization may be included where necessary to assist the public in calling.

A designation may include a title to indicate a listed party's official position, but not the name of the firm or corporation with which the individual is connected. Individual names or titles are not shown following the name of a firm or corporation. A term such as "renting agent" may be included in a listing indented under the name of a building, provided the agent maintains a renting office in such a building.

A designation is not ordinarily provided in a residence type listing except for residential service as permitted under the terms of this tariff. A professional designation is permitted on residence service in the case of a physician, surgeon, dentist, osteopath, chiropodist, podiatrist, optometrist, chiropractor, physiotherapist, Christian Science practitioner, veterinary surgeon, registered nurse or licensed practical nurse, provided that the same name and designation is also listed on business service of that subscriber or another subscriber in the same or different directory.

The listing of service in the residence of a clergyman may include the designation "parsonage," "rectory," "parish house," or "manse," and any such listing may be indented under a listing in the name of the church. Where residence service is furnished in a church study, the listing may include the designation "study."

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Houston, Texas 77079-1212

TN10000

SECTION 8 - DIRECTORY ASSISTANCE AND LISTING SERVICES

8.1 Directory Listings, (Cont'd.)

8.1.2 Composition of Listings, (cont'd.)

(C) Address

Each residence or non-profit listing may, but does not have to, include the house number and street name of the residence where the telephone service is provided. Other information, such as a building name or a locality designation, may be included to help identify the Customer.

(D) Telephone Number

Each listing may include only one telephone number, except in an alternate telephone number listing where each number listed is considered a line for rate purposes.

A listing may include only the telephone number of the first line of a PBX system or incoming service group, except that a trunk not included in the incoming service group of a PBX system, or the first trunk of a separate incoming service group of a PBX system may be listed to meet special conditions where a corporation and its subsidiaries use the same PBX system.

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Houston, Texas 77079-1212

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SECTION 8 - DIRECTORY ASSISTANCE AND LISTING SERVICES

8.1 Directory Listings, (Cont'd.)

8.1.3 Types of Listings

(A) Standard Listing

A standard listing includes a name, designation, address and telephone number of the Customer. It appears in the White Pages of the telephone directory and in the Company's Directory Assistance records. The designation in the listing will be provided according to the rules in paragraph 8.1.2(D) above.

(B) Indented Listing

An indented listing appears under a standard listing and may include only a designation, address and telephone number. An indented listing is allowed only when a Customer is entitled to two or more listings of the same name with different addresses or different telephone numbers. For example:

Smith, John MD
Office 125 Portland 555-4180
Residence 9 Glenway 555-8345

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Houston, Texas 77079-1212

TN10000

SECTION 8 - DIRECTORY ASSISTANCE AND LISTING SERVICES

8.1 Directory Listings, (Cont'd.)

8.1.3 Types of Listings, (cont'd.)

(C) Alternate Telephone Number Listing and Night Listing

Any listed party who has made the necessary arrangements for receiving telephone calls during his or her absence may have an alternate telephone number listing or a night listing, such as the following.

If no answer call (telephone number)
Night calls (telephone number)
Night calls after __ PM (telephone number)
Nights, Sundays and holidays (telephone number)
5PM to 9AM weekdays, Saturday until 9AM, Monday and holidays
(telephone number)

Such listing may be furnished as an indented listing or as a sub-caption. The telephone number in such a listing may be that of another service furnished the same subscriber or one of the subscriber's PBX trunks not included in the incoming service group, or the service furnished a different subscriber.

(D) Duplicate Listing

Any listing may be duplicated in a different directory or under a separate geographical heading in the same directory. Such listing may be duplicated in indented form.

(E) Reference Listing

A subscriber having exchange services listed under different geographical headings may have an indented listing in reference form in lieu of a duplicate listing.

(F) Cross Reference Listing

A cross reference listing may be furnished in the same alphabetical group with the related listing when required for identification of the listed party and not designated for advertising purposes.

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Houston, Texas 77079-1212

TN10000

SECTION 8 - DIRECTORY ASSISTANCE AND LISTING SERVICES

8.1 Directory Listings, (Cont'd.)

8.1.4 Free Listings

The following listings are provided at no additional charge to the Customer:

one listing for each individual line service, auxiliary line or PBX system.

8.1.5 Rates for Additional Listings

The following rates and charges apply to additional listings requested by the Customer over and above those free listings provided for in Section 8.1.4

	Business	Residence
Additional Listings, per month	\$1.89	\$1.08

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TNI0000

SECTION 8 - DIRECTORY ASSISTANCE AND LISTING SERVICES

8.2 Non-Published Service

8.2.1 General

Non-published service means that the Customer's telephone number is not listed in the directory, nor does it appear in the Company's Directory Assistance Records.

8.2.2 Regulations

This service is subject to the rules and regulations for E911 service, where applicable.

The Company will complete calls to a non-published number only when the caller dials direct or gives the operator number. No exceptions will be made, even if the caller says it is an emergency.

When the Company agrees to keep a number unlisted, it does so without any obligation. Except for cases of gross negligence or willful misconduct, the Company is not liable for any damages that might arise from publishing a non-published number in the directory or disclosing it to some. If, in error, the telephone number is published in the directory, the Company's only obligation is to credit or refund any monthly charges the Customer paid for non-published service.

The subscriber indemnifies (i.e., promises to reimburse the Company for any amount the Company must pay as a result of) and save the Company harmless against any and all claims for damages caused or claimed to have been caused, directly or indirectly, by the publication of a non-published service or the disclosing of said number to any person.

8.2.3 Rates and Charges

There is a monthly charge for each non-published service. This charges does not apply if the Customer has other listed service at the same location; if the Customer lives in a hotel, boarding house or club with listed service; or if the service is installed for a temporary period.

	Business	Residence
Non-published service charge, per month:	\$3.15	\$3.15

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Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 8 - DIRECTORY ASSISTANCE AND LISTING SERVICES

8.3 Non-Listed Service

8.3.1 General

Non-listed service means that the Customer's telephone number is not listed in the directory, but does it appear in the Company's Directory Assistance Records.

8.3.2 Regulations

This service is subject to the rules and regulations for E911 service, where applicable.

The Company will complete calls to a non-listed number.

When the Company agrees to keep a number unlisted, it does so without any obligation. Except for cases of gross negligence or willful misconduct, the Company is not liable for any damages that might arise from publishing a non-listed number in the directory or disclosing it to some. If, in error, the telephone number is listed in the directory, the Company's only obligation is to credit or refund any monthly charges the Customer paid for non-listed service.

The subscriber indemnifies (i.e., promises to reimburse the Company for any amount the Company must pay as a result of) and save the Company harmless against any and all claims for damages caused or claimed to have been caused, directly or indirectly, by the publication of a non-listed service or the disclosing of said number to any person.

8.3.3 Rates and Charges

There is a monthly charge for each non-listed service. This charges applies if the Customer has other listed service at the same location; if the Customer lives in a hotel, boarding house or club with listed service; or if the service is installed for a temporary period.

	Business	Residence
Non-listed service charge, per month:	\$1.17	\$1.17

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 8 - DIRECTORY ASSISTANCE AND LISTING SERVICES

8.4 Directory Assistance Services

8.4.1 Directory Assistance

A Directory Assistance charge applies per local directory assistance call. The Customer may make two (2) requests for a telephone number per call. The Directory Assistance Charge applies regardless of whether the Directory Assistance operator is able to supply the requested number. No charge applies for the first call per month per residence line.

	Business	Residence
Within the State of Tennessee	\$0.29	\$0.29
Outside the State of Tennessee	\$0.85	\$0.85

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 9 - OPERATOR SERVICES

9.1 Operator Services

9.1.1 Determination of Charges

The charges for Operator Services are determined by the:

- distance between applicable rate centers
- time of day and day of week
- duration of call
- class of call

Rates are charged in full minute increments. The minimum charge for each call is one full minute; each additional minute is charged in whole minute increments.

9.1.2 Classes of Services

Service is offered on a Dial Station, Customer Dialed Calling Card Station, Operator Station, Person-to-Person or Real Time Rated-Operator Station/Person-to-Person basis. Day, Evening, Night and Weekend rates apply to all classes of services.

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Houston, Texas 77079-1212

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SECTION 9 - OPERATOR SERVICES, (CONT'D.)

9.1 Operator Services, (Cont'd.)

9.1.3 Application of Operator Services Rates

The total charge for each completed operator assisted call consists of the following charge elements: (a) a measured usage charge dependent on the duration, distance and time of day of the call; (b) a fixed Operator Service charge and/or surcharge for operator assisted calls, which will be dependent on the type of billing selected (i.e., calling card, third party or other) and/or the completion restriction selected (i.e. station-to-station or person-to-person). The usage charge element is specified as a rate per minute that applies to each minute of call duration, with a minimum charge for each call of one minute, and fractional minutes of use thereafter counted as one full minute or a portion thereof (incremental billing).

9.1.4 Reserved for Future Use.

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

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SECTION 9 - OPERATOR SERVICES, (CONT'D.)

9.1 Operator Services, (Cont'd.)

9.1.5 Rate Schedules - Per Minute Charges

(A) InterLATA Customer Dialed Calling Card; Operator Station; Person-to-Person and Real Time Rated Operator Station/Person-to-Person

All calls are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute.

Mileage Band	Day		Evening		Night/Weekend	
	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute
0-10	\$0.0900	\$0.0900	\$0.0720	\$0.0720	\$0.0540	\$0.0540
11-22	\$0.0900	\$0.0900	\$0.0720	\$0.0720	\$0.0630	\$0.0630
23-55	\$0.0900	\$0.0900	\$0.0810	\$0.0810	\$0.0720	\$0.0720
56-124	\$0.0990	\$0.0990	\$0.0810	\$0.0810	\$0.0810	\$0.0810
125-292	\$0.1080	\$0.1080	\$0.0810	\$0.0810	\$0.0900	\$0.0900
293-430	\$0.1350	\$0.1350	\$0.1350	\$0.1350	\$0.1080	\$0.1080
431 +	\$0.1350	\$0.1350	\$0.1350	\$0.1350	\$0.1080	\$0.1080

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TN10000

SECTION 9 - OPERATOR SERVICES, (CONT'D.)

9.1 Operator Services, (Cont'd.)

9.1.5 Rate Schedules - Per Minute Charges, (cont'd.)

(B) IntraLATA Customer Dialed Calling Card; Operator Station; Person-to-Person and Real Time Rated Operator Station/Person-to-Person

All calls are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute.

Mileage Band	Day		Evening		Night/Weekend	
	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute	1st Minute	Each Add'l Minute
0-10	\$0.0900	\$0.0900	\$0.0630	\$0.0630	\$0.0423	\$0.0423
11-16	\$0.0900	\$0.0900	\$0.0630	\$0.0630	\$0.0423	\$0.0423
17-22	\$0.1350	\$0.1350	\$0.0945	\$0.0945	\$0.0635	\$0.0635
23-30	\$0.1350	\$0.1350	\$0.0945	\$0.0945	\$0.0635	\$0.0635
31-40	\$0.1710	\$0.1710	\$0.1197	\$0.1197	\$0.0804	\$0.0804
41-55	\$0.1710	\$0.1710	\$0.1197	\$0.1197	\$0.0804	\$0.0804
56 +	\$0.1890	\$0.1890	\$0.1323	\$0.1323	\$0.0888	\$0.0888

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SECTION 9 - OPERATOR SERVICES, (CONT'D.)

9.1 Operator Services, (Cont'd.)

9.1.6 Per Call Service Charges

(A) InterLATA Per Call Service Charges:

	Billed To <u>LEC</u>	Billed To <u>Credit Card</u>
Customer Dialed Calling Card Station		
Automated	\$0.72	\$0.72
Operator Assisted	\$0.72	\$0.72
Operator Must Assist	\$0.72	\$0.72
Operator Dialed Calling Card Station	\$1.75	\$1.75
Person to Person	\$2.70	\$2.70
Operator Station	<u>Automated</u>	<u>Operator Assisted</u>
Collect	\$1.75	\$1.75
Billed to Third Party	\$1.75	\$1.75
Sent Paid, Coin	\$1.75	\$1.75
Sent Paid, Non-Coin	\$1.75	\$1.75
Operator Dialed Surcharge		\$0.90

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SECTION 9 - OPERATOR SERVICES, (CONT'D.)

9.1 Operator Services, (Cont'd.)

9.1.6 Per Call Service Charges, (cont.d.)

(B) IntraLATA Per Call Service Charges

Dialed Calling Card Station	
Automated	\$0.63
Operator Assisted	\$0.63
Operator Must Assist	\$0.63
Operator Station -to-Station	\$1.35
Local Collect	\$0.90
Person to Person	\$2.70

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TNI0000

SECTION 10 - LONG DISTANCE SERVICES

10.1 General

Ciera offers direct dialed, inbound toll free service, travel card, debit card and directory assistance services for communications originating and terminating within the State of Tennessee under terms of this tariff. Operator Services will be furnished by Ciera's underlying carrier.

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TNI0000

SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.2 Calculation of Distance

Usage charges for all mileage sensitive products are based on the airline distance between serving wire centers associated with the originating and terminating points of the call.

The serving wire centers of a call are determined by the area codes and exchanges of the origination and destination points.

The distance between the Wire Center of the Customer's equipment and that of the destination point is calculated by using the industry standard "V" and "H" coordinates.

- Step 1 -** Obtain the "V" and "H" coordinates for the Wire Centers serving the Customer and the destination point.
- Step 2 -** Obtain the difference between the "V" coordinates of each of the Wire Centers. Obtain the Difference between the "H" coordinates.
- Step 3 -** Square the differences obtained in Step 2.
- Step 4 -** Add the squares of the "V" difference and "H" difference obtained in Step 3.
- Step 5 -** Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.
- Step 6 -** Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the Wire Centers.

Formula:

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.3 Timing of Calls

Billing for calls placed over the network is based in part on the duration of the call.

10.3.1 Timing for all calls begins when the called party answers the call (i.e. when two way communications are established.) Answer detection is based on standard industry answer detection methods, including hardware and software answer detection.

10.3.2 Chargeable time for all calls ends when one of the parties disconnects from the call.

10.3.3 Minimum call duration and call timing increments for billing purposes is specified on a per-product basis in this tariff.

10.3.4 Usage charges are computed and rounded up to the nearest penny on a per call basis.

10.3.5 There is no billing applied for incomplete calls.

10.4 Rate Periods

The Company's services are not time of day or day of week sensitive. The same rates apply 24 hours per day, seven (7) days per week.

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.5 Switched Outbound Services

10.5.1 Rate Plan #1

Switched access one plus product for residential or small business subscribers. Basic service requires switched access lines (local lines) from subscriber's site. Minimum monthly volume is \$50.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A)	Activation Fee	\$0.00
-----	----------------	--------

(B)	Monthly Access Charge	Business	\$5.00
		Residential	\$2.00

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1540	\$0.1540	\$0.1540

(D) Account Codes - Monthly Rate

Basic Accounts Codes:	\$0.00
Verified Account Codes	\$7.50
Non-Verified Codes:	\$5.00

(E) Billing Formats

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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TN10000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.5 List of Exchanges by Local Access and Transport Area (LATA)

3.5.1 Chattanooga LATA

Apison	Dayton	McCaysville, GA	Spring City
Benton	Decatur	Nine Mile	Stevenson, AL
Bridgeport (GA)	Dunlap	Noble, GA	Tennnga, GA
Charleston	Fall Creek Falls	Ooltewah	Trenton, GA
Chattanooga	Georgetown	Pikeville	Villanow, GA
Chickamauga, GA	High Point, GA	Ringgold, GA	West Brow, GA
Cleveland	Jasper	Rising Fawn, GA	Whitwell
College Station	Kensington, GA	Rossville, GA	
Collegedale	Lafayette, GA	Soddy Daisy	
Copper, Basin	Liberty	South Pittsburg	

3.5.2 Knoxville LATA

Athens	Halls Crossroads	New Tazewell	Sharps Chapel
Ball Play	Harriman	Newport	Sneedville
Bean Station	Huntsville	Niota	Solway
Bent Creek	Jefferson City	Norris	Sunbright
Bulls Gap	Jellico	Oak Ridge	Surgoinsville
Chestnut Hill	Kingston	Oakdale	Sweetwater
Claxton	Knoxville	Oliver Springs	Tate Springs
Clinton	La Follette	Oneida	Tellico Plains
Coker Creek	Lake City	Petros	Vonore
Concord	Lenoir City	Powell	Wartburg
Dandridge	Loudon	Riceville	Washburn
Deer Lodge	Madisonville	Robbins	Waterville
Englewood	Maryville	Rockwood	W. Sweetwater
Etowah	Maynardville	Rogersville	White Pine
Gatlinburg	Morristown	Rutledge	
Greenback		Sevierville	
Mascot-Strawberry Plains			

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Houston, Texas 77079-1212

TNI0000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.5 List of Exchanges by Local Access and Transport Area (LATA), (Cont'd.)

3.5.3 Memphis LATA

Adamsville	Dyer	Mason	Rutherford
Alamo	Dyersburg	Mason Hall	Sardis
Arlington	Friendship	Maury City	Savannah
Atwood	Gibson	McKenzie	Scotts Hill
Bells	Gleason	Medina	Selmer
Bessie Bend	Grand Junction	Memphis	Sharon
Bethel Springs	Greenfield	Michigan City, MS	Shelby Forest
Big Sandy	Halls	Middleton	Shiloh
Bolivar	Henderson	Milan	Sidonia
Bradford	Henning	Milledgeville	Somerville
Brazil	Henry	Millington	South Moscow
Brownsville	Henando, MS	Moscow	Stanton
Bruceton	Hornbeak	Mount Pleasant	Tiptonville
Byhalia, MS	Humboldt	Munford	Trenton
Camden	Huntingdon	Newbern	Trezevant
Cedar Grove	Jackson	Olive Branch, MS	Trimble
Chulahoma, MS	Jordan	Palmersville	Troy
Collierville	Kenton	Paris	Union City
Covington	LaGrange	Parsons	W. Whiteville
Decaturville	Latham	Ridgely	Whiteville
Dresden	Lexington	Ripley	Yellow Creek
Drummonds	Martin	Rosemark	Yorkville

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Houston, Texas 77079-1212

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SECTION 3 - SERVICE AREAS, (CONT'D.)

3.5 List of Exchanges by Local Access and Transport Area (LATA), (Cont'd.)

3.5.4 Nashville LATA

Adams Cedar Hill	Culleoka	Hendersonville
Alexandria	Cumberland City	Highland
Ardmore, AL	Cunningham	Hillsboro
Ashland City	Defeated	Hillsdale
Auburntown	Dibrell	Hohenwald
Baxter	Dickson	Huntland
Beech Grove	Dover	Jamestown
Beersheba	Doyle	Kingston Springs
Belfast	Eagleton	Laager
Bethpage	East Sango	Lafayette
Blanche	Elkton	LaVergne
Bon Decroft	Erin	Lawrenceburg
Byrdstown	Estill Springs	Lebanon
Carthage	Ethridge	Leoma
Celina,	Fairview	Lewisburg
Centertown	Fayetteville	Liberty
Centerville	Five Points	Linden
Chapel Hill	Flat Creek	Livingston
Charlotte	Flintville	Lobelville
Chestnut Mound	Fosterville	Loretto
Clarkrange	Francisco, AL	Lyles
Clarksville	Franklin	Lynchburg
Clifton	Fredonia	Lynnville
College Grove	Gainesboro	Manchester
Collinwood	Gallatin	McBurg
Columbia	Goodlettsville	McEwen
Cookeville	Gordonsville	McMinnville
Cookeville South	Granville	Milton
Cornersville	Green Grove	Minor Hill
Crawford	Greenbrier	Monteagle
Cross Plains Orlinda	Hampshire	Monterey
Crossville	Hartsville	Moss
	Eagleville	

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Houston, Texas 77079-1212

TNI0000

SECTION 3 - SERVICE AREAS, (CONT'D.)

3.5 List of Exchanges by Local Access and Transport Area (LATA), (Cont'd.)

3.5.4 Nashville LATA, (cont'd.)

Mount Juliet	South Oak Grove
Mount Pleasant	Sparta
Murfreesboro	Spencer
Nashville	Spencer Mill
New Johnsonville	Spring Hill
Nolensville	Springfield
Norene	St. Joseph
Normandy	Summertown
North Spring Hill	Tansi
North Springs	Temperance Hall
Oak Grove, KY	Tennessee Ridge
Old Hickory	Tracy City
Old Zion	Triune
Palmyra	Tullahoma
Pelham	Unionville
Petersburg	Vanleer
Pleasant Hill	Veto
Pleasant Shade	Viola
Pleasant View	Wartrace
Portland	Watertown
Pulaski	Waverly
Red Boiling Springs	Waynesboro
Rickman	Westmoreland
Rock Island	White Bluff
Sango	White House
Santa Fe	Williamsport
Sewanee	Winchester
Shelbyville	Woodbury
Smithville	Woodland
Smyrna	West Vanleer
South Cunningham	
South Fredonia	

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Houston, Texas 77079-1212

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SECTION 4 - SERVICE CHARGES AND SURCHARGES

4.1 Service Order and Change Charges

Non-recurring charges apply to processing Service Orders for new service, for changes in service, and for changes in the Customer's primary interexchange carrier (PIC) code.

	Business	Residence
Line Connection Charge		
First Line	\$52.65	\$37.35
Each Additional Line	\$29.90	\$16.20
Line Change Charge		
First Line	\$42.30	\$25.20
Each Additional Line	\$13.50	\$13.50
Secondary Service Order Charge	\$21.60	\$18.00

4.2 Maintenance Visit Charges

Maintenance Visit Charges apply when the Company dispatches personnel to a Customer's premises to perform work necessary for installing new service, effecting changes in service or resolving troubles reported by the Customer when the trouble is found to be caused by the Customer's facilities.

Maintenance Visit Charges will be credited to the Customer's account in the event trouble is not found in the Company facilities, but the trouble is later determined to be in those facilities.

The time period for which the Maintenance Visit Charges is applied will commence when Company personnel are dispatched at the Customer premises and end when work is completed.

Duration of time, per technician

Initial 15 minute increment	\$25.20
Each Additional 15 minute increment	\$9.90

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Houston, Texas 77079-1212

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SECTION 4 - SERVICE CHARGES AND SURCHARGES

4.3 Restoration of Service

A restoration charge applies to the restoration of suspended service and facilities because of nonpayment of bills and is payable at the time that the restoration of the suspended service and facilities is arranged. The restoration charge does not apply when, after disconnection of service, service is later re-installed.

	Business	Residence
Per occasion	\$26.00	\$17.00

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Houston, Texas 77079-1212

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SECTION 5 - NETWORK SERVICES DESCRIPTIONS

5.1 General

5.1.1 Services Offered

The following Network Services are available to residence/business Customers and for resale by other carriers certificated by the Tennessee Regulatory Authority:

- Standard Residence Line Service
- Standard Business Line Service
- PBX Trunk Service
- Digital Voice Grade DS-1 Trunk Service
- Direct Inward Dial (DID) Service
- Integrated Services Digital Network (ISDN) Primary Rate Interface (PRI)
- Optional Calling Features
- IntraLATA Toll Services
- Private Line Services
- Carrier Access Services

The following services are available to residence/business Customers and are not offered on a resale basis as of the effective date of this page.

- Listing Services (including Non Published and Non-Listed Services)
- Directory Assistance
- Operator Services
- Miscellaneous Services (including Vanity Numbers and Number Portability)

5.1.2 Application of Rates and Charges

All services offered in this tariff are subject to service order and change charges where the Customer requests new services or changes in existing services, as well as indicated Non-Recurring and Monthly Recurring Charges. Charges for local calling services may be assessed on a measured rate basis and are additional to monthly recurring charges shown for Business or Residence lines, PBX Trunks, DID Trunks, Digital/DS1 service, and ISDN PRI.

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Houston, Texas 77079-1212

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SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.1 General (Cont'd.)

5.1.3 Emergency Services Calling Plan

Message toll telephone calls, to governmental emergency service agencies as set forth in (A) following, having primary or principal responsibility with respect to the provision of emergency services to persons and property in the area from which the call is made, meeting the definition and criteria of an emergency call as set forth in (B) following are offered at no charge to Customers:

- (A) Governmental fire fighting, Tennessee State Highway Patrol, police, and emergency squad service (as designated by the appropriate governmental agency) qualify as governmental emergency service agencies provided they answer emergency service calls on a personally attended (live) twenty-four (24) hour basis, three hundred sixty-five (365) days a year, including holidays.
- (B) An emergency is an occurrence or set of circumstances in which conditions pose immediate threat to human life, property, or both and necessitate that prompt action be taken. An emergency call is an originated call of short duration to a governmental emergency services agency in order to seek assistance for such an emergency.

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Houston, Texas 77079-1212

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SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.2 Call Timing for Usage Sensitive Services

Where charges for a service are specified based on the duration of use, such as the duration of a telephone call, the following rules apply:

- 5.2.1 Calls are measured in durational increments identified for each service. All calls which are fractions of a measurement increment are rounded-up to the next whole unit.
- 5.2.2 Timing on completed calls begins when the call is answered by the called party. Answering is determined by hardware answer supervision in all cases where this signaling is provided by the terminating local carrier and any intermediate carrier(s).
- 5.2.3 Timing terminates on all calls when the calling party hangs up or the Company's network receives an on-hook signal from the terminating carrier.
- 5.2.4 Calls originating in one time period and terminating in another will be billed in proportion to the rates in effect during different segments of the call.
- 5.2.5 All times refer to local time.

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.3 Distance Calculations

Where charges for a service are specified based upon distance, the following rules apply:

5.3.1 Distance between two points is measured as airline distance between the rate centers of the originating and terminating telephone lines. The rate center is a set of geographic coordinates, as referenced in Local Exchange Routing Guide issued by BellCore, associated with each NPA-NXX combination (where NPA is the area code and NXX is the first three digits of a seven-digit telephone number). Where there is no telephone number associated with an access line on the Company's network (such as a dedicated 800 or WATS access line), the Company will apply the rate center of the Customer's main billing telephone number.

5.3.2 The airline distance between any two rate centers is determined as follows:

Step 1: Obtain the "V" (vertical) and "H" (horizontal) coordinates for each Rate Center from the above-referenced BellCore document.

Step 2: Compute the difference between the "V" coordinates of the two rate centers; and the difference between the two "H" coordinates.

Step 3: Square each difference obtained in step (b) above.

Step 4: Add the square of the "V" difference and the square of the "H" difference obtained in step C) above.

Step 5: Divide the sum of the squares by 10. Round to the next higher whole number if any fraction is obtained.

Step 6: Obtain the square root of the whole number result obtained above. Round to the next higher whole number if any fraction is obtained. This is the airline mileage.

5.3.3 The formula for distance calculations is:

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TNI0000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.4 Rate Periods for Time of Day Sensitive Services

5.4.1 For time of day, usage sensitive services, the following rate periods apply unless otherwise specified in this tariff:

	MON	TUES	WED	THUR	FRI	SAT	SUN
8:00 AM TO 5:00 PM*	DAYTIME RATE PERIOD					EVE	
5:00 PM TO 11:00 PM*	EVENING RATE PERIOD						
11:00 PM TO 8:00 AM*	NIGHT/WEEKEND RATE PERIOD						

* Up to but not including

* Up to but not including.

5.4.2 Peak Periods are: 8:00AM - 8:00 PM Monday thru Friday
Off-Peak Periods are: 8:00PM - 8:00 AM Friday & all times Saturday & Sunday

5.4.3 Calls are billed based on the rate in effect for the actual time period(s) during which the call occurs. Calls that cross rate period boundaries are billed the rates in effect in that boundary for each portion of the call, based on the time of day at the Customer location.

5.4.4 For services subject to holiday discounts, the following are Company recognized national holidays, determined at the location of the calling station. The evening rate is used on national holidays, unless a lower rate normally would apply.

New Year's Day	January 1
Memorial Day	As Federally Observed
Independence Day	July 4
Thanksgiving Day	As Federally Observed
Christmas Day	December 25

5.4.5 Local rates are located in Section 7 of this tariff.

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TNI0000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.5 Standard Residence Line

A Standard Residence Line provides the Customer with a single, analog, voice-grade telephonic communications channel which can be used to place or receive one call at a time. Standard Residence Lines are provided for the connection of Customer-provided wiring and single station sets or facsimile machines. An optional per line Hunting feature is available for multi-line Customers which routes a call to an idle station line in a prearranged group when the called station line is busy.

5.6 Standard Business Line

The Standard Business Line provides a Customer with a single, analog, voice-grade telephonic communications channel which can be used to place or receive one call at a time. Standard Business Lines are provided for the connection of Customer-provided wiring and single station sets or facsimile machines. An optional per line Hunting feature is available for multi-line Customers which routes a call to an idle station line in a prearranged group when the called station line is busy.

5.7 PBX Trunk Service

Basic PBX Trunk Service provides a Customer with a single, voice-grade telephonic communications channel which can be used to place or receive one call at a time. Basic Trunks are provided for connection of Customer-provided private branch exchanges (PBX) to the public switched telecommunications network. Each Basic PBX Trunk is provided with touch tone signaling and may be configured into a hunt group at no additional charge with other Company-provided Basic PBX Trunks. The signal is an analog signal at the DS0 level.

Basic Trunks provided via On-Network services may be equipped with Direct Inward Dialing (DID) capability and DID number blocks for additional charges. DID service in an Off-Network arrangement requires special DID capable trunks plus additional DID number blocks.

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Houston, Texas 77079-1212

TN10000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.8 Digital Voice Grade DS-1 Trunk Service

Digital Voice Grade DS-1 Trunk Service provides business Customers with PBX or PBX-like equipment or other telephonic equipment with access to switch ports. Customers can purchase this capability for both primary service (listed directory number) and diversity purposes. Customers must have the ability to terminate a DS1 signal. The signal is delivered as a digital signal at the DS1 level. The connection to the Customer's equipment is accomplished using a DS1 for digital connectivity.

5.9 Direct Inward Dialing (DID) Service

Direct Inward Dialing ("DID") permits calls incoming to a PBX system or other Customer Premises Equipment to be routed to a specific station without the assistance of an attendant. DID calls are routed directly to the station associated with the called number. DID service as offered by the Company provides the necessary trunks, telephone numbers, and out-pulsing of digits to enable DID service at a Customer's location. DID service requires special PBX software and hardware not provided by the Company. Such hardware and software is the responsibility of the Customer.

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TNI0000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.10 Integrated Services Digital Network (ISDN) Primary Rate Interface (PRI)

Integrated Services Digital Network (ISDN) is a set of transmission protocols that provides end-to-end digital connectivity and integration of voice, data and video, on a single Customer loop to support a wide variety of services via the public switched network. The Primary Rate Interface (PRI) consists of a 23B+D configuration with 23 64Kbps Bearer (B) digital channels and 1 64Kbps Data (D) digital channel. The B channels are designed for voice, data, image and sound transmissions. B channels can support synchronous, asynchronous or isochronous services at rates up to 64Kbps. B channels can be aggregated for higher bandwidth applications. The D channel PRI provides the out of band signaling, call control and messaging.

PRI is provided through standard four wire DS-1 (1.544Mbps) point to point, private line facilities that enables Customer control of the 24 individual channels. PRI supports 1+, 0+, 7 digit, and 10 digit Local, IntraLATA and InterLATA services, as well as 01+ and 011+ international calling. PRI allows Customers to direct voice, data and video over the Public Switched Telephone Network. Channels may be pre-subscribed to an IXC carrier of their Customer's choice or used with 10XXX casual dialing. PRI also allows access to Public Switched Network services, such as Two-Way, Incoming Only, Outgoing Only and DID.

Multiple PRI interfaces can be combined to function as one group. Utilizing a Backup D Channel arrangement, Customers are able to link up to 20 DS-1s together, providing a maximum of 479 64Kbps B channels controlled by a single D (signaling) channel.

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TN10000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.11 Optional Calling Features

The features listed in Section 5.11.1 are offered by the Company to Residential and Business Customers. Service availability may vary between On-Net and Off-Net Customers. Refer to Price Lists in Sections 6 and 7 of this tariff for specific features offered with each type of local exchange service.

5.11.1 Feature Descriptions

- (A) **Enhanced Call Forwarding (ECF):** Provides end-user control for call forwarding capabilities via dial-accessed voice prompt menus. Customers may forward calls to a primary local or long distance. The end-user may specify a secondary location for routing of "go unanswered calls" to the forward-to location or reach a busy signal. This secondary location may be another telephone number, pager or voice messaging service. Other Capabilities included with this feature include:

Speed Forwarding;
Priority Screening;
Ring Control; and
Timed Forwarding.

It is the responsibility of the Customer to subscribe to the telephone number, pager or voice messaging service used as the secondary location.

- (B) **Enhanced Call Forwarding with Audio Calling Name:** Provides all of the functionality of Enhanced Call Forwarding. Also permits the end-user to receive the Directory Name of the party's whose call was forwarded to primary number. In some situations, the end-user may hear the calling party's city and state or telephone number, depending on available call data.
- (C) **Enhanced Call Forwarding Plus:** Provides all of the functionality of Enhanced Call Forwarding. Also includes an additional telephone number with directory listing and distinctive ringing for calls placed to the additional number. Enhanced Call Forwarding Plus allows parties to reach the end-user's location when FCF is active and all calls to the end-users main telephone number would normally forward. Calls to the additional number do not forward even when Enhanced Call Forwarding is active.

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.11 Optional Calling Features, (Cont'd.)

5.11.1 Feature Descriptions, (cont'd.)

- (D) **Enhanced Call Forwarding Plus with Audio Calling Name** - Provides all of the functionality of Enhanced Call Forwarding Plus including the additional telephone number with listing and distinctive ringing. Also permits the end-user to receive the Directory Name of the party's whose call was forwarded to primary number. In some situations, the end-user may hear the calling party's city and state or telephone number, depending on available call data.
- (E) **Call Forwarding Variable** - Permits the end-user to automatically forward (transfer) all incoming calls to another telephone number, and to restore it to normal operation at their discretion. The end-user must dial an activation code from his/her exchange line along with the forward-to number in order to turn the feature on. A separate code is dialed by the end-user to deactivate the feature.
- (F) **Call Forwarding Variable, Remote Access** - Permits the end-user to automatically forward (transfer) all incoming calls to another telephone number, and to restore it to normal operation at their discretion. The end-user must dial an activation code along with the forward-to number in order to turn the feature on. A separate code is dialed by the end-user to deactivate the feature. Feature activation may be performed from the end-user's exchange line or remotely from some other line. Remote access requires the end-user to 1) dial a special access number 2) enter their seven-digit telephone number and 3) enter a personal identification number prior to forwarding their calls.
- (G) **Call Forwarding Don't Answer, Basic**: Permits the forwarding of incoming calls when the end-user's line remains unanswered after a pre-designated ringing interval. The ringing interval before forwarding and the forward-to number are fixed by the service order.

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Houston, Texas 77079-1212

TN10000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.11 Optional Calling Features, (Cont'd.)

5.11.1 Feature Descriptions, (cont'd.)

- (H) **Call Forwarding Don't Answer w/ Ring Control:** Permits the forwarding of incoming calls when the end-user's line remains unanswered after a pre-designated ringing interval. The forward-to number is fixed by the service order. However, the end-user has the ability to change the time interval before forwarding occurs at his/her discretion.
- (I) **Call Forwarding Don't Answer w/ Customer Control:** Permits the forwarding of incoming calls when the end-user's line remains unanswered after a pre-designated ringing interval. The ringing interval before forwarding and the forward-to number are fixed by the service order. However, the end-user has the ability to turn the feature on or off at his/her discretion.
- (J) **Call Forwarding Busy Line, Basic:** Permits the forwarding of incoming calls when the end-user's line is busy. The forwarded number is fixed by the end-user service order.
- (K) **Call Forwarding Busy Line w/ Customer Control:** Permits the forwarding of incoming calls when the end-user's line is busy. The forwarded number is fixed by the end-user service order. However, the end-user has the ability to turn the feature on or off at his/her discretion.
- (L) **Call Waiting - Basic:** Call Waiting provides a tone signal to indicate to a Customer already engaged in a telephone call that a second caller is attempting to dial in. It permits the Customer to place the first call on hold, answer the second call and then alternate between both callers. Cancel Call Waiting is provided with the feature and allows a Call Waiting end-user to disable the Call Waiting feature for the duration of a single outgoing telephone call. Cancel Call Waiting is activated by dialing a special code prior to placing a call, and is automatically deactivated when the Customer disconnects from the call.

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.11 Optional Calling Features, (Cont'd.)

5.11.1 Feature Descriptions, (cont'd.)

- (M) **Call Waiting - Deluxe:** Allows the end-user to control the treatment applied to incoming calls while the Customer is off-hook on an existing call. This feature includes the capabilities of Call Waiting Basic plus additional call treatment options. Treatment options offered with Call Waiting Deluxe include:

Answer the waiting call and placing the first party on hold;

Answer the waiting call and disconnecting from the first party;

Direct the waiting caller to hold via a recording

Forward the waiting caller to another location (e.g., voice mailbox or telephone answering service)

Full utilization of Call Waiting Deluxe requires specialized CPE not provided by the Company. It is the responsibility of the Customer to provide the necessary CPE. The end -user must have Caller ID Basic or Deluxe for display of calling party identification information for waiting calls. The end-user must have a Call Forwarding Don't Answer feature active in order to forward a waiting call to another location.

- (N) **Call Waiting - Deluxe with Conferencing:** Provides all of the functionality of Call Waiting Deluxe. Also permits the end-user to conference a waiting call with an existing call (first party) and, if desired, subsequently drop either leg of the conferenced call.

- (O) **Caller ID - Basic:** Permits the end-user to view a Directory Number of the calling party on incoming telephone calls. Information is displayed on a specialized CPE not provided by the Company. The feature also provides the date and time of each incoming call. It is the responsibility of the Customer to provide the necessary CPE.

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Houston, Texas 77079-1212

TN10000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.11 Optional Calling Features, (Cont'd.)

5.11.1 Feature Descriptions, (cont'd.)

- (P) **Caller ID - Deluxe:** Permits the end-user to view a Directory Name and Directory Number of the calling party on incoming telephone calls. Information is displayed on a specialized CPE not provided by the Company. The feature also provides the date and time of each incoming call. It is the responsibility of the Customer to provide the necessary CPE. In some situations, the calling party's city and state may be displayed rather than a Directory Name, depending on available call data.
- (Q) **Anonymous Call Rejection:** Permits the end-user to automatically reject incoming calls when the call originates from a telephone number which has blocked delivery of its calling number (see Calling Number Delivery Blocking). When active, calls from private numbers will be routed to a special announcement then terminated. The feature may be turned on or off by the end-user by dialing the appropriate feature control code. Anonymous Call Rejection is offered as a stand alone feature or as an add-on to Caller ID Deluxe.
- (R) **Call Block:** Allows the end-user to automatically block incoming calls from up to six end-user pre-selected telephone numbers programmed into the feature's screening list. Callers whose numbers have been blocked will hear a recorded message stating that their call has been blocked. The end-user controls when the feature is active, and can add or remove calling numbers from the feature's screening list.
- (S) **Call Return:** allows the Customer to return a call to the last incoming call whether answered or not. Upon activation, it will re-dial the number automatically and continue to check the number every 45 seconds for up to 30 minutes if the number is busy. The Customer is alerted with a distinctive ringing pattern when the busy number is free. When the Customer answers the ring, the call is then completed. The calling party's number will not be delivered or announced to the call recipient under any circumstances.

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Issued by:

Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.11 Optional Calling Features, (Cont'd.)

5.11.1 Feature Descriptions, (cont'd.)

- (T) **Call Selector:** Allows a Customer to assign a maximum of 15 telephone numbers to a special list. The Customer will hear a distinctive ring when calls are received from telephone numbers on that list.
- (U) **Call Tracing:** Allows the tracing of nuisance calls to a specified telephone number suspected of originating from a given local office. The tracing is activated upon entering the specified dial code. The originating telephone number, outgoing trunk number or terminating number, and the time and date are generated for every call to the specified telephone number can then be identified.
- (V) **Calling Number Delivery Blocking:** Prevents the delivery, display and announcement of the end-user's Directory Number and Directory Name on all calls dialed from an exchange service equipped with this option. When active, the end-user's telephone name and number will not appear on the called party's Caller ID CPE or be disclosed in another way. The feature is available on a per call or per line basis. With per call Calling Number Delivery Blocking, it is necessary for the end-user to dial an activation code prior to placing the call. With the per line version of the feature, all calls are placed with the end-user's number blocked. Per line end-users must dial an activation code prior to use. Per Line Blocking is limited to Customers who subscribe to Non-Published Number Service, Abuse Shelters and Law Enforcement Agencies.*

* Pursuant to TRA rule 1220-4-11, the Company is prohibited from providing any network element or service to telephone solicitors that would block, or otherwise interfere with on a per line basis, the display of the telephone solicitor's name and telephone number on a residential subscriber's caller ID equipment.

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.11 Optional Calling Features, (Cont'd.)

5.11.1 Feature Descriptions, (cont'd.)

- (W) **Message Waiting Indication:** Provides the end-user with an audible (stutter dial tone) or visual (lamp or other CPE display) indication that messages are waiting to be retrieved. Message Waiting Indication can only be activated/deactivated by a voice mailbox or other voice messaging service provided by the Company or third party. It is the responsibility of the Customer to subscribe to a compatible voice messaging service. Visual Message Waiting Indication requires specialized CPE not provided by the Company. It is the responsibility of the Customer to provide the necessary CPE.
- (X) **Multiple Directory Number Distinctive Ringing:** This feature allows an end user to determine the source of an incoming call from a distinctive ring. The end user may have up to two additional numbers assigned to a single line (i.e. Distinctive Ringing - First Number and Distinctive Ringing - Second Number). The designated primary number will receive a normal ringing pattern, other numbers will receive distinctive ringing patterns. The pattern is based on the telephone number that the calling party dials.
- (Y) **Preferred Call Forwarding:** Permits the end-user to automatically forward to another number calls received from up to six end-user pre-selected telephone numbers programmed into the features screening list. The end-user controls when the feature is active, the forward-to number and can add or remove calling numbers from the feature's screening list.

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Houston, Texas 77079-1212

TN10000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.11 Optional Calling Features, (Cont'd.)

5.11.1 Feature Descriptions, (cont'd.)

- (Z) **Repeat Dialing:** Permits the end-user to have calls automatically re-dialed when the first attempt reaches a busy number. The line is checked every 45 seconds for up to 30 minutes and alerts the Customer with a distinctive ringing pattern when the busy number and the Customer's line are free. The Customer can continue to make and receive calls while the feature is activated. The following types of calls cannot be reached using Repeat Dialing:

- Calls to 800 Service numbers
- Calls to 900 Service numbers
- Calls preceded by an interexchange carrier access code
- International Direct Distance Dialed calls
- Calls to Directory Assistance
- Calls to 911

- (AA) **Speed Calling:** Permits the Customer to place calls to other telephone numbers by dialing a one or two digit code rather than the complete telephone number. The feature is available as either an eight (8) code list or a thirty (30) code list. Code lists may include local and/or toll telephone numbers. The Customer has the ability to add or remove telephone numbers and codes to/from the a speed calling list without assistance from the Company.

- (AB) **Three Way Calling:** Permits the end-user to add a third party to an established connection. When the third party answers, a two-way conversation can be held before adding the original party for a three-way conference. The end-user initiating the conference controls the call and may disconnect the third party to reestablish the original connection or establish a connection to a different third party. The feature may be used on both outgoing and incoming.

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Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.12 Listing Services

For each Customer of Company-provided Exchange Service(s), the Company shall arrange for the listing of the Customer's main billing telephone number in the directory(ies) published by the dominant Local Exchange Carrier in the area at no additional charge. At a Customer's option, the Company will arrange for additional listings for an additional charge.

5.12.1 Non-Published Service

This optional service provides for suppression of printed and recorded directory listings. A Customer's name and number do not appear in printed directories or Directory Assistance Bureau records.

5.12.2 Non-Listed Service

This optional service provides for suppression of printed directory listings only. Parties may still obtain the Customer's number by calling the Directory Assistance Bureau.

5.13 Directory Assistance

Provides for identification of telephone directory numbers, via an operator or automated platform. Customers are provided with a maximum of 2 listings per each call to Directory Assistance.

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Houston, Texas 77079-1212

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SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.14 Operator Services

Provides for live or automated operator treatment when a Customer dials "0". Operator Services can be used to assist the Customer in routing or billing for a call. Billing options include, but are not limited to, bill to originating telephone number, calling card, collect or to a third party.

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Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 5 - NETWORK SERVICES DESCRIPTIONS, (CONT'D.)

5.16 Miscellaneous Services

5.16.1 Main Number Retention

Main Number Retention is an optional feature by which a Customer, who was formerly a customer of another certified local exchange carrier at the same premises location, may retain its main telephone numbers and main fax numbers for use with the Company-provided Exchange Services. Main Number Retention service is only available in areas where the Company maintains some form of number retention arrangement with the Customer's former local exchange carrier.

5.16.2 Pay Per Call Blocking/Unblocking

This service provides the option of blocking, or subsequent unblocking, all 900 and 976 calls on a per line basis. The Company will provide for per-line blocking where the Company's switching facilities permit.

5.16.3 Vanity Number Service

This service provides for the reservation of special or unique telephone number and fax number for use with the Company-provided exchange services.

5.16.4 Presubscription Services

This service provides for the Presubscription of local exchange lines provided by the Company to the intraLATA and interLATA long distance carrier(s) selected by the Customer.

5.17 Private Line Services

Refer to Section 12 of this tariff for descriptions of Private Line Services offered by the Company.

5.18 Carrier Access Services

Refer to Section 13 of this tariff for descriptions of Carrier Access Services offered by the Company.

SECTION 6 - FACILITIES BASED SERVICES

6.1 [Reserved for Future Use]

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 7 - LOCAL RESALE SERVICES PRICE LIST

7.1 General

Services provided in this tariff section are available on an Resale Service basis. Local Resale Services are provided through the use of resold switching and transport facilities obtained from Other Telephone Companies.

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Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TNI0000

SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.2 Standard Residence Local Exchange Service

Standard Residence Local Exchange Service provides the Customer with a single, analog, voice-grade telephonic communications channel which can be used to place or receive one call at a time. Standard Residence Local Exchange Service lines are provided for the connection of Customer-provided wiring, telephones, facsimile machines or other station equipment. An optional per line Hunting feature is available for multi-line Customers which routes a call to the next idle line in a prearranged group when the called line is busy.

Local exchange service lines and trunks are provided on a single party (individual) basis only. No multi-party lines are provided. Service is available on a flat rate, measured rate or message rate basis depending on the service plan selected by the Customer. Not all service plans will be available in all areas.

Recurring charges for Standard Residence Local Exchange Service are billed monthly in advance. Usage charges, if applicable are billed in arrears. Usage charges may apply for calls placed from the Customer's line. No usage charges will apply to calls received by the Customer. Non-recurring charges for installation or rearrangement of service are billed on the next month's bill immediately following work performed by the Company.

All rates & charges include Touchtone service.

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Robert W. Livingston, CEO/Secretary
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Houston, Texas 77079-1212

TN10000

SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.2 Standard Residence Local Exchange Service, (Cont'd)

7.2.1 Monthly Recurring Charges

The following charges apply to Standard Residence Local Exchange Service lines per month. Rates and charges include Touchtone Service for each line. The rates and charges below apply to service provided on a month-to-month basis.

(A) Flat Rate Service

Rate Groups	Monthly Recurring Fee
Rate Group 1 (0-12,000 lines)	\$6.80
Rate Group 2 (12,001 - 27,000 lines)	\$7.65
Rate Group 3 (27,001 - 85,000 lines)	\$8.15
Rate Group 4 (85,001 - 300,000 lines)	\$10.67
Rate Group 5 (300,001 - 500,000 lines)	\$10.94

(B) Measured Rate Service

Rate Groups	Monthly Recurring Fee
Rate Group 1 (0-12,000 lines)	\$4.77
Rate Group 2 (12,001 - 27,000 lines)	\$5.36
Rate Group 3 (27,001 - 85,000 lines)	\$5.72
Rate Group 4 (85,001 - 300,000 lines)	\$7.47
Rate Group 5 (300,001 - 500,000 lines)	\$7.65

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Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.2 Standard Residence Local Exchange Service, (Cont'd)

7.2.1 Monthly Recurring Charges, (cont'd.)

(C) Message Rate Service

Rate Groups	Monthly Recurring Fee
Rate Group 1 (0-12,000 lines)	\$3.42
Rate Group 2 (12,001 - 27,000 lines)	\$3.83
Rate Group 3 (27,001 - 85,000 lines)	\$4.10
Rate Group 4 (85,001 - 300,000 lines)	\$5.65
Rate Group 5 (300,001 - 500,000 lines)	\$5.80

(D) Regional Service

Rate Groups	Monthly Recurring Fee
Rate Group 1 (0-12,000 lines)	\$4.28
Rate Group 2 (12,001 - 27,000 lines)	\$4.28
Rate Group 3 (27,001 - 85,000 lines)	\$4.28
Rate Group 4 (85,001 - 300,000 lines)	\$5.23
Rate Group 5 (300,001 - 500,000 lines)	\$5.23

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Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.2 Standard Residence Local Exchange Service, (Cont'd)

7.2.3 Measured Rate Local Usage

MILEAGE BAND	DAY		EVENING		NIGHT/WEEKEND	
	Initial Minute	Additional Minute	Initial Minute	Additional Minute	Initial Minute	Additional Minute
Band A	\$0.0380	\$0.0190	\$0.0247	\$0.0124	\$0.0152	\$0.0076

7.2.4 Regional Service Local Usage

MILEAGE BAND	PEAK		OFF-PEAK	
	Initial Minute	Additional Minute	Initial Minute	Additional Minute
Band A - (0-16 miles)	\$0.0180	\$0.0180	\$0.0090	\$0.0090
Band B - (17 - 30 miles)	\$0.0450	\$0.0450	\$0.0225	\$0.0225
Band C - (over 30 miles)	\$0.0900	\$0.0900	\$0.0450	\$0.0450

7.2.5 Message Rate \$0.10 per message

7.2.6 Peak Periods are: 8:00AM - 8:00 PM Monday thru Friday
Off-Peak Periods are: 8:00PM - 8:00 AM Friday & all times Saturday & Sunday

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Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.3 Standard Business Local Exchange Service

Standard Business Local Exchange Service provides the Customer with a single, analog, voice-grade telephonic communications channel which can be used to place or receive one call at a time. Standard Business Local Exchange Service lines are provided for the connection of Customer-provided wiring, telephones, facsimile machines or other station equipment. An optional per line Hunting feature is available for multi-line Customers which routes a call to the next idle line in a prearranged group when the called line is busy.

Local exchange service lines and trunks are provided on a single party (individual) basis only. No multi-party lines are provided. Service is available on a flat rate, measured rate or message rate basis depending on the service plan selected by the Customer. Not all service plans will be available in all areas.

Recurring charges for Standard Business Local Exchange Service are billed monthly in advance. Usage charges, if applicable are billed in arrears. Usage charges may apply for calls placed from the Customer's line. No usage charges will apply to calls received by the Customer. Non-recurring charges for installation or rearrangement of service are billed on the next month's bill immediately following work performed by the Company.

All rates and charges include Touchtone service.

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.3 Standard Business Local Exchange Service, (Cont'd)

7.3.1 Monthly Recurring Charges

The following charges apply to Standard Business Local Exchange Service lines per month. Rates and charges include Touchtone Service for each line. The rates and charges below apply to service provided on a month-to-month basis.

(A) Flat Rate Service

Rate Groups	Monthly Recurring Fee
Rate Group 1 (0-12,000 lines)	\$24.35
Rate Group 2 (12,001 - 27,000 lines)	\$27.72
Rate Group 3 (27,001 - 85,000 lines)	\$29.48
Rate Group 4 (85,001 - 300,000 lines)	\$35.15
Rate Group 5 (300,001 - 500,000 lines)	\$35.73

(B) Measured Rate Service

Rate Groups	Monthly Recurring Fee
Rate Group 1 (0-12,000 lines)	\$17.06
Rate Group 2 (12,001 - 27,000 lines)	\$19.40
Rate Group 3 (27,001 - 85,000 lines)	\$20.66
Rate Group 4 (85,001 - 300,000 lines)	\$24.62
Rate Group 5 (300,001 - 500,000 lines)	\$25.02

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Issued by:

Robert W. Livingston, CEO/Secretary
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TNI0000

SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.3 Standard Business Local Exchange Service, (Cont'd)

7.3.1 Monthly Recurring Charges, (cont'd.)

(C) Message Rate Service

Rate Groups	Monthly Recurring Fee
Rate Group 1 (0-12,000 lines)	\$21.56
Rate Group 2 (12,001 - 27,000 lines)	\$21.56
Rate Group 3 (27,001 - 85,000 lines)	\$21.56
Rate Group 4 (85,001 - 300,000 lines)	\$26.15
Rate Group 5 (300,001 - 500,000 lines)	\$26.78

(D) Regional Service

Rate Groups	Monthly Recurring Fee
Rate Group 1 (0-12,000 lines)	\$22.05
Rate Group 2 (12,001 - 27,000 lines)	\$22.05
Rate Group 3 (27,001 - 85,000 lines)	\$22.05
Rate Group 4 (85,001 - 300,000 lines)	\$24.75
Rate Group 5 (300,001 - 500,000 lines)	\$24.75

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Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.3 Standard Business Local Exchange Service, (Cont'd)

7.3.2 Measured Rate Local Usage

MILEAGE BAND	DAY		EVENING		NIGHT/WEEKEND	
	Initial Minute	Additional Minute	Initial Minute	Additional Minute	Initial Minute	Additional Minute
Band A	\$0.0360	\$0.0180	\$0.0234	\$0.0117	\$0.0144	\$0.0072

7.3.3 Regional Service Local Usage

MILEAGE BAND	PEAK		OFF-PEAK	
	Initial Minute	Additional Minute	Initial Minute	Additional Minute
Band A - (0-16 miles)	\$0.0180	\$0.0180	\$0.0090	\$0.0090
Band B - (17 - 30 miles)	\$0.0450	\$0.0450	\$0.0225	\$0.0225
Band C - (over 30 miles)	\$0.0900	\$0.0900	\$0.0450	\$0.0450

7.3.4 Message Rate \$0.10 per message

7.2.5 Peak Periods are: 8:00AM - 8:00 PM Monday thru Friday
Off-Peak Periods are: 8:00PM - 8:00 AM Friday & all times Saturday & Sunday

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Robert W. Livingston, CEO/Secretary
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Houston, Texas 77079-1212

TN10000

SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.3 Standard Business Local Exchange Service, (Cont'd)

7.3.4 Other Monthly Recurring Charges

(A) Hunting (a/k/a Rotary or Grouping)

The following charges apply to Standard Business Local Exchange lines equipped with Hunting. Rates vary based on Rate Group. Rates for Hunting will be 75% of the rate defined in Section 7.3.1 of this tariff.

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Robert W. Livingston, CEO/Secretary
1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

TN10000

SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.5 Business PBX Trunk Service

PBX Trunk service provides a Customer with a single, voice-grade telephonic communications channel which can be used to place or receive one call at a time. Trunks are provided for connection of Customer-provided private branch exchanges (PBX) or other station equipment to the public switched telecommunications network.

PBX Trunks are available to Business Customers as Inward, Outward or Two-Way combination trunks where services and facilities permit.

Each PBX Trunk is provided with touch tone signaling at no additional charge. An optional per trunk Hunting feature is available for Customers which routes a call to the next idle trunk in a prearranged group (see Sections 7.2 and 7.3).

PBX Trunks may also be equipped with Direct Inward Dialing (DID) capability and DID number blocks for additional charges (see Section 7.6).

RATE GROUP	SERVICE TYPE	
	Flat Rate	Message Rate
Group 1 (0-12,000 lines)	\$42.60	\$21.56
Group 2 (12,001 - 27,000 lines)	\$48.51	\$21.56
Group 3 (27,001 - 85,000 lines)	\$51.58	\$21.56
Group 4 (85,001 - 300,000 lines)	\$61.50	\$26.15
Group 5 (300,001 - 500,000 lines)	\$52.53	\$26.78

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SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.6 Direct Inward Dialing (DID) Service

Direct Inward Dialing ("DID") permits calls incoming to a PBX system or other Customer Premises Equipment to be routed to a specific station without the assistance of an attendant. DID calls are routed directly to the station associated with the called number. DID service as offered by the Company provides the necessary trunks, telephone numbers, and out-pulsing of digits to enable DID service at a Customer's location. DID service requires special PBX software and hardware not provided by the Company. Such hardware and software is the responsibility of the Customer.

The following charges apply to Customers subscribing to DID service provided by the Company. These charges are in addition to recurring and non-recurring charges for PBX Trunks as shown in Section 7.5 of this tariff. The Customer will be charged for the number of DID Number Blocks (20 numbers per block) regardless of the number of DID numbers utilized out of the available 20 numbers.

Direct Inward Dialing (DID)	Non-recurring	Monthly
Each group of 20 working numbers	\$49.50	\$3.06
Each group of 20 reserved numbers	\$49.50	\$3.06
Multifrequency Pulsing Option	\$0.00	\$6.75
Dual Tone Multifrequency Pulsing Option	\$0.00	\$6.75
Automatic Intercept Service, per #	\$14.40	\$0.00
Non Consecutive DID numbers	\$1.13	\$0.15
Reserved Non Consecutive DID numbers	\$1.13	\$0.15
DID Trunk Termination:		
Each Inward only trunk	\$45.00	\$18.00
Each Combination trunk w/ call transfer	\$225.00	\$40.50

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SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.7 Access Lines for Customer Provided Pay Telephones

7.7.1 General

The Company provides access lines ("CPPT Lines") for connection of Aggregator-provided Pay Telephone equipment to the public switched network. CPPT Lines provide the Aggregator with a single, analog, voice-grade telephonic communications channel which can be used to place or receive one call at a time. CPPT Lines are provided on a single party (individual) basis only. No multi-party lines are provided.

Recurring charges for CPPT lines are billed monthly in advance. Usage charges, if applicable are billed in arrears. Usage charges may apply for calls placed from the CPPT Line subscribed to by the Aggregator. No usage charges will apply to calls received by the Customer. Non-recurring charges for installation or rearrangement of service are billed on the next month's bill immediately following work performed by the Company.

7.7.2 Regulations

- (A) CPPT Lines will be provided only to Aggregators certificated by the Tennessee Regulatory Authority. Proof of certification is required prior to installation of service. Service will be disconnected should the Company determine that the Aggregator is no longer certified or has had certification revoked for any reason.
- (B) The Aggregator is responsible for all local and long distance usage charges billed to the CPPT Line. These charges included, but are not limited to, any operator charges for calls billed to the line on a collect or third party basis in the event that the Aggregator does not subscribe to blocking and screening features offered in this tariff.
- (C) Unless otherwise permitted by Commission rule or order, only one Pay Telephone instrument may be connected to each CPPT line.
- (D) Unless otherwise permitted by Commission rule or order, 0- local operator assisted calls must be routed to the Company's operators.

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SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.7 Access Lines for Customer Provided Pay Telephones, (Cont'd.)

7.7.3 Rates and Charges

Service is provide at Business Flat Rate Local Exchange Service rates and charges as specified in Section 7.3 of this tariff. Each Access Line is provided with touch-tone signaling at no additional charge. Calls placed to Directory Assistance from CPPT Lines will be billed to the Customer at rates and charges found in Section 8.4 of the tariff.

7.7.4 Optional Features

Not available at this time.

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SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.8 Optional Calling Features

The features in this section are made available on an individual basis or as part of multiple feature packages. All features are provided subject to availability. Certain features may not be available with all classes of service. Transmission levels for calls forwarded or calls placed or received using optional calling features may not be acceptable for all uses in some cases.

7.8.1 Features Offered on a Usage Sensitive Basis

The following features are available to all local exchange Business and Residence line Customers where facilities and services permit. Customers may utilize each feature by dialing the appropriate access code. The Customer will be billed the Per Feature Activation Charge shown in the following table each time a feature is used by the Customer. Customers may subscribe to these features on a monthly basis at their option to obtain unlimited use of these features for a fixed monthly charge.

Optional Calling Features	Business	Residence
Three-Way Calling	\$0.90	\$0.90
Call Return	\$0.90	\$0.90
Repeat Dialing	\$0.90	\$0.90

Denial of per call activation for Three-Way Calling, Call Return and Repeat Dialing from any line or trunk is available to Customers upon request at no additional charge.

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Houston, Texas 77079-1212

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SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.8 Optional Calling Features, (Cont'd.)

7.8.2 Features Offered on Monthly Basis

The following optional calling features are offered to Customers on a monthly basis. Customers are allowed unlimited use of each feature. No usage sensitive charges apply. Multiline Customers must order the appropriate number of features based on the number of lines which will have access to the feature.

Optional Calling Feature	Business	Residence
Call Forwarding Variable	\$4.95	\$3.60
Three0way calling	\$5.40	\$4.05
Call Waiting	\$3.51	\$2.70
Speed Calling - 8 code	\$5.40	\$3.38
Speed Calling - 30 code	\$5.85	\$3.60
Call Forwarding Busy Line	\$4.05	\$0.90
Call Forwarding Don't Answer	\$4.05	\$0.90
Customer Control - Call Forwarding Busy Line	\$7.20	\$2.70
Customer Control - Call Forwarding Don't Answer	\$7.20	\$2.70
Call Forwarding Busy Line Multipath	\$4.50	\$1.80
Call Forwarding Don't Answer Multipath	\$4.50	\$1.80
Call Forwarding Variable Multipath	\$4.50	\$2.70
Remote Access - Call Forwarding Variable	\$9.00	\$5.18
Call Waiting Deluxe	N/A	\$5.40
Call Forwarding Don't Answer - Ring Control	\$4.50	\$0.90
Three-Way Calling with Transfer	\$6.30	\$4.46
Remote Call Forwarding	\$14.40	\$14.40
RCF add'l path following initial installation	\$14.40	\$14.40
Distinctive Ring	\$9.00	\$3.60
Star 98 Access	\$10.80	\$0.90

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TNI0000

SECTION 7 - LOCAL RESALE SERVICES PRICE LIST, (CONT'D.)

7.8 Optional Calling Features, (Cont'd.)

7.8.2 Features Offered on Monthly Basis, (cont'd.)

Optional Calling Feature	Business	Residence
Call Return	\$5.85	\$4.50
Repeat Dialing	\$5.40	\$3.60
Call Selector	\$4.95	\$2.70
Preferred Call Forwarding	\$5.40	\$2.70
Call Block	\$4.95	\$3.60
Call Trace	\$6.30	\$3.60
Caller ID - Basic	\$9.90	\$6.30
Caller ID - Deluxe	\$9.90	\$7.16
Anonymous Call Rejection	\$3.15	\$2.70

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SECTION 8 - DIRECTORY ASSISTANCE AND LISTING SERVICES

8.1 Directory Listings

8.1.1 General

The following rules apply to standard listings in light face type in the white pages (alphabetical section) of the telephone directory and to the Directory Assistance records of the Company.

Only information necessary to identify the Customer is included in these listings. The Company use abbreviations in listings. The Company may reject a residence listing which is judged to be advertising. It may also reject a listing it judges to be objectionable. A name made up by adding a term such as Company, Shop, Agency, Works, etc. to the name of a commodity or service will not be accepted as a listing unless the subscriber is legally doing business under that name.

A name may be repeated in the white pages only when a different address or telephone number is used.

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SECTION 8 - DIRECTORY ASSISTANCE AND LISTING SERVICES

8.1 Directory Listings, (Cont'd.)

8.1.2 Composition of Listings

(A) Names

The following names may be included in business service listings:

- (1) The name of subscriber or joint user.
- (2) The name of each business enterprise which the subscriber or joint user conducts.
- (3) The name by which the business of a subscriber or joint user is known to the public. Only one such name representing the same general line of business will be accepted.
- (4) The name of any person associated with the subscriber or joint user in the same business.
- (5) The name of any person, firm or organization which subscriber or joint user is authorized to represent, or the name of an authorized representative of the subscriber or joint user.
- (6) Alternative spelling of an individual name or alternative arrangement of a business name, provided the listing in the judgment of the Company, is not for advertising purposes.
The name of a publication issued periodically by the subscriber or joint user.
- (7) The name of an inactive business organization in a cross-reference listing when authorized by such business or organization.
- (8) The name of a member of subscriber's domestic establishment when business service is furnished in the subscriber's residence.
- (9) The name of a corporation which is the parent or a subsidiary of the subscriber.
- (10) The name of a resident of a hotel, apartment house, boarding house or club which is furnished PBX service, may be included in a residence type listing with the telephone number of the PBX service.
- (11) The name of the subscriber to a sharing arrangement.

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.5 Switched Outbound Services, (Cont'd.)

10.5.2 Rate Plan #2

Switched access one plus product for residential or small business subscribers. Basic service requires switched access lines (local lines) from subscriber's site. Minimum monthly volume is \$100.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Activation Fee** \$0.00

(B)	Monthly Access Charge	Business	\$5.00
		Residential	\$2.00

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1440	\$0.1440	\$0.1440

(D) **Account Codes - Monthly Rate**

Basic Accounts Codes:	\$0.00
Verified Account Codes	\$7.50
Non-Verified Codes:	\$5.00

(E) **Billing Formats**

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.5 Switched Outbound Services, (Cont'd.)

10.5.3 Rate Plan #3

Switched access one plus product for residential or small business subscribers. Basic service requires switched access lines (local lines) from subscriber's site. Minimum monthly volume is \$250.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A)	Activation Fee	\$0.00
-----	----------------	--------

(B)	Monthly Access Charge	Business	\$5.00
		Residential	\$2.00

(C) Per Minute Rates

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1350	\$0.1350	\$0.1350

(D) Account Codes - Monthly Rate

Basic Accounts Codes:	\$0.00
Verified Account Codes	\$7.50
Non-Verified Codes:	\$5.00

(E) Billing Formats

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.5 Switched Outbound Services, (Cont'd.)

10.5.4 Rate Plan #4

Switched access one plus product for small business subscribers. Basic service requires switched access lines (local lines) from subscriber's site. Minimum monthly volume is \$500.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds.

(A) **Activation Fee** \$0.00

(B) **Monthly Access Charge** \$5.00

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1260	\$0.1260	\$0.1260

(D) **Account Codes - Monthly Rate**

Basic Accounts Codes:	\$0.00
Verified Account Codes	\$7.50
Non-Verified Codes:	\$5.00

(E) **Billing Formats**

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.5 Switched Outbound Services, (Cont'd.)

10.5.5 Rate Plan #5

Switched access one plus product for small business subscribers. Basic service requires switched access lines (local lines) from subscriber's site. Minimum monthly volume is \$1000.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds.

(A) **Activation Fee** \$0.00

(B) **Monthly Access Charge** \$5.00

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1220	\$0.1220	\$0.1220

(D) **Account Codes - Monthly Rate**

Basic Accounts Codes:	\$0.00
Verified Account Codes	\$7.50
Non-Verified Codes:	\$5.00

(E) **Billing Formats**

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.6 Dedicated Outbound Services

10.6.1 Dedicated Rate Plan #1

Dedicated Access Intrastate product for T-1 access customers. This service is for dedicated customers with a minimum monthly volume of \$500.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Monthly Service Recurring Charge** \$50.00

(B) **Monthly Access Line Charge and Installation Charge**

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1170	\$0.1170	\$0.1170

(D) **Account Codes - Monthly Rate**

Basic Accounts Codes:	\$0.00
Verified Account Codes	\$7.50
Non-Verified Codes:	\$5.00

(E) **Billing Formats**

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.6 Dedicated Outbound Services, (Cont'd.)

10.6.2 Dedicated Rate Plan #2

Dedicated Access Intrastate product for T-1 access customers. This service is for dedicated customers with a minimum monthly volume of \$ 750.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Monthly Service Recurring Charge** \$50.00

(B) **Monthly Access Line Charge and Installation Charge:**

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1030	\$0.1030	\$0.1030

(D) **Account Codes - Monthly Rate**

Basic Accounts Codes:	\$0.00
Verified Account Codes	\$7.50
Non-Verified Codes:	\$5.00

(E) **Billing Formats**

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.6 Dedicated Outbound Services, (Cont'd.)

10.6.3 Dedicated Rate Plan #3

Dedicated Access Intrastate product for T-1 access customers. This service is for dedicated customers with a minimum monthly volume of \$1,000.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Monthly Service Recurring Charge** \$50.00

(B) **Monthly Access Line Charge and Installation Charge**

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.0920	\$0.0920	\$0.0920

(D) **Account Codes - Monthly Rate**

Basic Accounts Codes:	\$0.00
Verified Account Codes	\$7.50
Non-Verified Codes:	\$5.00

(E) **Billing Formats**

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.6 Dedicated Outbound Services, (Cont'd.)

10.6.4 Dedicated Rate Plan #4

Dedicated Access Intrastate product for T-1 access customers. This service is for dedicated customers with a minimum monthly volume of \$1,500.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Monthly Service Recurring Charge** \$50.00

(B) **Monthly Access Line Charge and Installation Charge**

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.0800	\$0.0800	\$0.0800

(D) **Account Codes - Monthly Rate**

Basic Accounts Codes:	\$0.00
Verified Account Codes	\$7.50
Non-Verified Codes:	\$5.00

(E) **Billing Formats**

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.6 Dedicated Outbound Services, (Cont'd.)

10.6.5 Dedicated Rate Plan #5

Dedicated Access Intrastate product for T-1 access customers. This service is for dedicated customers with a minimum monthly volume of \$1,750.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds.

(A) **Monthly Service Recurring Charge** \$50.00

(B) **Monthly Access Line Charge and Installation Charge**

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.0750	\$0.0750	\$0.0750

(D) **Account Codes - Monthly Rate**

Basic Accounts Codes:	\$0.00
Verified Account Codes	\$7.50
Non-Verified Codes:	\$5.00

(E) **Billing Formats**

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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1250 Wood Branch Park Drive, 6th Floor
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TN10000

SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.7 Inbound Toll Free Switched Services

10.7.1 Inbound Rate Plan #1

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's switched access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers. No minimum monthly volume commitment. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A)	Activation Fee	\$10.00
(B)	Monthly Access Charge	\$20.00
(C)	Installation Charge; one-time charge	\$ 0.00
(D)	Per Minute Rates	

Mileage Band	Day	Evening	Night/Weekend
All	\$0.2500	\$0.2500	\$0.2500

(E) Billing Formats

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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Houston, Texas 77079-1212

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.7 Inbound Toll Free Switched Services, (Cont'd.)

10.7.2 Inbound Rate Plan #2

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's switched access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers with a monthly volume of \$50.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A)	Activation Fee	\$10.00
(B)	Monthly Access Charge	\$20.00
(C)	Installation Charge; one-time charge	\$ 0.00
(D)	Per Minute Rates	

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1540	\$0.1540	\$0.1540

(E) Billing Formats

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.7 Inbound Toll Free Switched Services, (Cont'd.)

10.7.3 Inbound Rate Plan #3

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's switched access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers with a monthly volume of \$100.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A)	Activation Fee	\$10.00
(B)	Monthly Access Charge	\$20.00
(C)	Installation Charge; one-time charge	\$ 0.00
(D)	Per Minute Rates	

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1440	\$0.1440	\$0.1440

(E) Billing Formats

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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1250 Wood Branch Park Drive, 6th Floor
Houston, Texas 77079-1212

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.7 Inbound Toll Free Switched Services, (Cont'd.)

10.7.4 Inbound Rate Plan #4

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's switched access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers with a monthly volume of \$250.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds.

(A)	Activation Fee	\$10.00
(B)	Monthly Access Charge	\$15.00
(C)	Installation Charge; one-time charge	\$ 0.00
(D)	Per Minute Rates	

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1350	\$0.1350	\$0.1350

(E) Billing Formats

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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Houston, Texas 77079-1212

TN10000

SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.7 Inbound Toll Free Switched Services, (Cont'd.)

10.7.5 Inbound Rate Plan #5

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's switched access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers with a monthly volume of \$500.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A)	Activation Fee	\$10.00
(B)	Monthly Access Charge	\$20.00
(C)	Installation Charge; one-time charge	\$ 0.00
(D)	Per Minute Rates	

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1260	\$0.1260	\$0.1260

(E) Billing Formats

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.7 Inbound Toll Free Switched Services, (Cont'd.)

10.7.6 Inbound Rate Plan #6

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's switched access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers with a monthly volume of \$1,000.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds.

(A)	Activation Fee	\$10.00
(B)	Monthly Access Charge	\$15.00
(C)	Installation Charge; one-time charge	\$ 0.00
(D)	Per Minute Rates	

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1220	\$0.1220	\$0.1220

(E) Billing Formats

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.8 Inbound Toll Free Dedicated Services

10.8.1 Dedicated Inbound Rate Plan #1

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's dedicated access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers using an On-Net or T-1 dedicated service. This service is for dedicated customers with a monthly volume of up to \$500.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Monthly Access Charge** \$50.00

(B) **Monthly Access Line Charge and Installation Charge**

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1170	\$0.1170	\$0.1170

(D) **Billing Formats**

Hard Copy (Paper)	\$ 0.00
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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.8 Inbound Toll Free Dedicated Services, (Cont'd.)

10.8.2 Dedicated Inbound Rate Plan #2

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's dedicated access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers using an On-Net or T-1 dedicated service. This service is for dedicated customers with a monthly volume of \$1,000.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Monthly Access Charge** \$50.00

(B) **Monthly Access Line Charge and Installation Charge**

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.1030	\$0.1030	\$0.1030

(D) **Billing Formats**

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.8 Inbound Toll Free Dedicated Services, (Cont'd.)

10.8.3 Dedicated Inbound Rate Plan #3

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's dedicated access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers using an On-Net or T-1 dedicated service. This service is for dedicated customers with a monthly volume of \$1,500.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) Monthly Access Charge \$50.00

(B) Monthly Access Line Charge and Installation Charge

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) Per Minute Rates

Mileage Band	Day	Evening	Night/Weekend
All	\$0.0920	\$0.0920	\$0.0920

(D) Billing Formats

Hard Copy (Paper)	\$ 0.00
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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.8 Inbound Toll Free Dedicated Services, (Cont'd.)

10.8.4 Dedicated Inbound Rate Plan #4

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's dedicated access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers using an On-Net or T-1 dedicated service. This service is for dedicated customers with a monthly volume of \$5,000.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Monthly Access Charge** \$50.00

(B) **Monthly Access Line Charge and Installation Charge**

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.0800	\$0.0800	\$0.0800

(D) **Billing Formats**

Hard Copy (Paper)	\$ 0.00
Diskette	\$25.00
Electronic	\$ 0.00

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.8 Inbound Toll Free Dedicated Services, (Cont'd.)

10.8.5 Dedicated Inbound Rate Plan #5

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's dedicated access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers using an On-Net or T-1 dedicated service. This service is for dedicated customers with a monthly volume of \$10,000.00 per month or more. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Monthly Access Charge** \$50.00

(B) **Monthly Access Line Charge and Installation Charge**

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) **Per Minute Rates**

Mileage Band	Day	Evening	Night/Weekend
All	\$0.0750	\$0.0750	\$0.0750

(D) **Billing Formats**

Hard Copy (Paper)	\$ 0.00
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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.9 Travel Card Services

10.9.1 Travel Card Service Plan #1

A Travel Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Travel Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. No minimum volume requirements. All calls are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute.

(A)	Activation Fee	\$0.00
(B)	Monthly Access Charge	\$0.00
(C)	Per Call Surcharge	Up to \$0.50 per card
(D)	Per Minute Rate	\$0.2500

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.9 Travel Card Services, (Cont'd.)

10.9.2 Travel Card Service Plan #2

A Travel Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Travel Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. Minimum monthly volume is \$50.00 in Travel Card calling. All calls are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute.

(A)	Activation Fee	\$0.00
(B)	Monthly Access Charge	\$0.00
(C)	Per Call Surcharge	Up to \$0.50 per card
(D)	Per Minute Rates	\$0.2300

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.9 Travel Card Services, (Cont'd.)

10.9.3 Travel Card Service Plan #3

A Travel Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Travel Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. Minimum monthly volume is \$75.00 in Travel Card calling. All calls are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute.

(A)	Activation Fee	\$0.00
(B)	Monthly Access Charge	\$0.00
(C)	Per Call Surcharge	Up to \$ 0.50 per card
(D)	Per Minute Rates	\$0.2100

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.9 Travel Card Services, (Cont'd.)

10.9.4 Travel Card Service Plan #4

A Travel Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Travel Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. Minimum monthly volume is \$100.00 in Travel Card calling. All calls are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute.

(A)	Activation Fee	\$0.00
(B)	Monthly Access Charge	\$0.00
(C)	Per Call Surcharge	Up to \$ 0.50 per card
(D)	Per Minute Rates	\$0.1900

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.9 Travel Card Services, (Cont'd.)

10.9.5 Travel Card Service Plan #5

A Travel Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Travel Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. Minimum monthly volume is \$125.00 in Travel Card calling. All calls are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute.

(A)	Activation Fee	\$0.00
(B)	Monthly Access Charge	\$0.00
(C)	Per Call Surcharge	Up to \$ 0.50 per card
(D)	Per Minute Rates	\$0.1700

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.10 Debit Card Services

10.10.1 Debit Card Service Plan #1

A Debit Card service originating when the subscriber dials local or toll free number to access the Network, which is the number listed on the Debit Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. The Debit Card is prepaid in advance by the user. All calls are billed in one (1) minute increments.

(A)	Activation Fee	\$0.00
(B)	Monthly Access Charge	\$0.00
(C)	Per Call Surcharge	Up to \$ 0.50 per card
(D)	Per Minute Rates	\$0.2500

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.10 Debit Card Services, (Cont'd.)

10.10.2 Debit Card Service Plan #2

A Debit Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Debit Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. The Debit Card is prepaid in advance by the user. All calls are billed in one (1) minute increments.

(A)	Activation Fee	\$0.00
(B)	Monthly Access Charge	\$0.00
(C)	Per Call Surcharge	Up to \$ 0.50 per card
(D)	Per Minute Rates	\$0.2300

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.10 Debit Card Services, (Cont'd.)

10.10.3 Debit Card Service Plan #3

A Debit Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Debit Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. The Debit Card is prepaid in advance by the user. All calls are billed in one (1) minute increments.

(A)	Activation Fee	\$0.00
(B)	Monthly Access Charge	\$0.00
(C)	Per Call Surcharge	Up to \$ 0.50 per card
(D)	Per Minute Rates	\$0.2100

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.10 Debit Card Services, (Cont'd.)

10.10.4 Debit Card Service Plan #4

A Debit Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Debit Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. The Debit Card is prepaid in advance by the user. All calls are billed in one (1) minute increments.

(A)	Activation Fee	\$0.00
(B)	Monthly Access Charge	\$0.00
(C)	Per Call Surcharge	Up to \$ 0.50 per card
(D)	Per Minute Rates	\$0.1900

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.10 Debit Card Services, (Cont'd.)

10.10.5 Debit Card Service Plan #5

A Debit Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Debit Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. The Debit Card is prepaid in advance by the user. All calls are billed in one (1) minute increments.

(A)	Activation Fee	\$0.00
(B)	Monthly Access Charge	\$0.00
(C)	Per Call Surcharge	Up to \$ 0.50 per card
(D)	Per Minute Rates	\$0.1700

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SECTION 10 - LONG DISTANCE SERVICES, (CONT'D.)

10.11 Directory Assistance

Directory Assistance is available to Customers of Ciera Communications. A Directory Assistance charge applies per intrastate Directory Assistance call made from points within the State of Virginia. The Customer may make up to two (2) requests for a telephone number on each call to Directory Assistance. The Directory Assistance charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested telephone number. Discounts are not applicable to Directory Assistance charges.

Per call to directory assistance: \$0.95

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SECTION 10.0 - LONG DISTANCE SERVICES, (CONT'D.)

10.9 Public Telephone Surcharge

In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. This surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access the Company service and is unrelated to the Company's service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "#" symbol).

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

Per Call Surcharge: \$0.50

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SECTION 11 - MISCELLANEOUS SERVICES

11.1 Carrier Presubscription

11.1.1 General

Carrier Presubscription is a procedure whereby a Customer designates to the Company the carrier which the Customer wishes to be the carrier of choice for intraLATA and interLATA toll calls. Such calls are automatically directed to the designated carrier, without the need to use carrier access codes or additional dialing to direct the call to the designated carrier. Presubscription does not prevent a Customer who has presubscribed to an IntraLATA or InterLATA toll carrier from using carrier access codes or additional dialing to direct calls to an alternative long distance carrier on a per call basis.

11.1.2 Presubscription Options

Customers may select the same carrier or separate carriers for intraLATA and interLATA long distance. The following options for long distance Presubscription are available:

- Option A:** Customer select the Company as the presubscribed carrier for IntraLATA and InterLATA toll calls subject to presubscription.
- Option B:** Customer may select the Company as the presubscribed carrier for IntraLATA calls subject to presubscription and some other carrier as the presubscribed carrier for interLATA toll calls subject to presubscription.
- Option C:** Customer may select a carrier other than the Company for intraLATA toll calls subject to presubscription and the Company for interLATA toll calls subject to presubscription.
- Option D:** Customer may select the carrier other than the Company for both intraLATA and interLATA toll calls subject to presubscription
- Option E:** Customer may select two different carriers, neither being the Company for intraLATA and interLATA toll calls. One carrier to be the Customers' primary intraLATA interexchange carrier. The other carrier to be the Customer's primary interLATA interexchange carrier.
- Option F:** Customer may select a carrier other than the Company or no presubscribed carrier for interLATA and intraLATA toll calls subject to presubscription which will require the Customer to dial a carrier access code to route all interLATA and intraLATA toll calls to the carrier of choice for each call.

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SECTION 11 - MISCELLANEOUS SERVICES, (CONT'D.)

11.1 Carrier Presubscription, (Cont'd.)

11.1.3 Rules and Regulations

Customers of record will retain their primary interexchange carrier(s) until they request that their dialing arrangements be changed.

Customers of record or new Customers may select either Options A, B, C, D, E or F for interLATA and intraLATA Presubscription.

Customers may change their selected Option and/or presubscribed toll carrier at any time subject to charges specified in 11.1.5 below:

11.1.4 Presubscription Procedures

A new Customer will be asked to select intraLATA and interLATA toll carriers at the time the Customer places an order to establish local exchange service with the Company. The Company will process the Customer's order for service. All new Customers' initial requests for interLATA and intraLATA toll service presubscription shall be provided free of charge.

If a new Customer is unable to make selection at the time the new Customer places an order to establish local exchange service, the Company will read a random listing of all available intraLATA and interLATA carriers to aid the Customer in selection. If selection is still not possible, the Company will inform the Customer that he/she will be given 90 calendar days in which to inform the Company of his/her choice for primary toll carrier(s) free of charge. Until the Customer informs the Company of his/her choice of primary toll carrier, the Customer will not have access to long distance services on a presubscribed basis, but rather will be required to dial a carrier access code to route all toll calls to the carrier(s) of choice. Customers who inform the Company of a choice for toll carrier presubscription within the 90 day period will not be assessed a service charge for the initial Customer request.

Customers of record may initiate a intraLATA or interLATA presubscription change at any time, subject to the charges specified in 11.1.5 below. If a Customer of record inquires of the Company of the carriers available for toll presubscription, the Company will read a random listing of all available interLATA and intraLATA carriers to aid the Customer in selection.

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SECTION 11 - MISCELLANEOUS SERVICES, (CONT'D.)

11.1 Carrier Presubscription, (Cont'd.)

11.1.5 Presubscription Charges

(A) Application of Charges

After a Customer's initial selection for a presubscribed toll carrier and as detailed in Paragraph 11.1.4 above, for any change thereafter, an Presubscription Change Charge, as set for the below will apply. Customers who request a change in intraLATA and interLATA carriers with the same order will be assessed a single charge per line.

(B) Nonrecurring Charges

Per business or residence line, trunk, or port

Initial Line, or Trunk or Port	\$1.49
Additional Line, Trunk or Port	\$1.49

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SECTION 12 - PRIVATE LINE SERVICES

12.1 [Reserved for Future Use]

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SECTION 13 - CARRIER ACCESS SERVICE

13.1 [Reserved for Future Use]

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SECTION 14 - SPECIAL ARRANGEMENTS

14.1 [Reserved for Future Use]

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SECTION 15 - PROMOTIONAL OFFERINGS

15.1 Special Promotions

The Carrier may from time to time engage in special promotional trial service offerings of limited duration (not to exceed ninety days on a per Customer basis for non-optional, recurring charges) designed to attract new subscribers or to increase subscriber awareness of a particular tariff offering. Requests for promotional offerings will be presented to the Commission for its review in accordance with rules and regulations established by the Tennessee Regulatory Authority, and will be included in the Company's tariff as an addendum to the Company's price lists.

15.2 Discounts

The Company may, from time to time as reflected in the price list, offer discounts based on monthly volume (or, when appropriate, "monthly revenue commitment" and/or "time of day" may also be included in the tariff).

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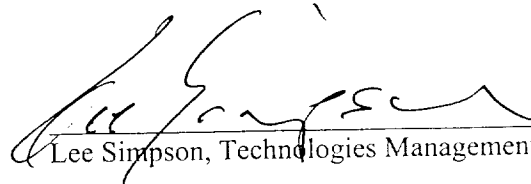
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CERTIFICATE OF SERVICE

Notice is given that on August 6, 2001, Ciera Network Systems, Inc. filed with the Tennessee Regulatory Authority an Application for a Certificate to Provide Competing Local Telecommunications. A copy of this application is available for inspection at the Tennessee Regulatory Authority or by contacting Technologies Management, Inc., 210 North Park Avenue, Winter Park, FL 32789 for a copy of said application.

- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
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Terry Wales, General Manager
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517 Ardmore Avenue
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Steve Parott, Director Regulatory Affairs
United Telephone Southeast, Inc.
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| 2. BellSouth Telecommunications, Inc.
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333 Commerce Street
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| 3. CenturyTel of Adamsville | 12. Humphreys County Telephone Company |
| 4. CenturyTel of Claiborne | 13. Tellico Telephone Company |
| 5. CenturyTel of Ooltewah-Collegedale
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| 6. Citizens Telecommunications Company
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